

DECLARATION OF RESULTS

44TH ANNUAL GENERAL MEETING

The 44th Annual General Meeting ('AGM') of the Company was held on 7th August, 2015 at Hotel Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara - 390005, which commenced at 10:30 A.M. and concluded at 12:00 noon.

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 National Securities Depository Limited which was open from 4th August, 2015 (9:00 A.M.) upto 6th August, 2015 (5:00 P.M.).

The Board of Directors had appointed Shri Dinesh Joshi, Partner, M/s. KANJ & Associates, 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 Rules, Poll was ordered to be taken at the AGM on all the resolutions mentioned in the Notice convening the 44th 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 as under:

Resolution - 1 - ORDINARY RESOLUTION:

To receive, consider, approve and adopt the audited Balance Sheet as at, and Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31, 2015, together with the Directors' Report and the Auditor's Report thereon.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	177	71733521	--
Total votes received through Remote E-Voting / Poll with Assent	175	71732731	99.999
Total votes received through Remote E-Voting / Poll with Dissent	2	790	0.001
Invalid Votes	21	106303	--




Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100.00	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100.00	0.00
Public-Others	38654190	6564941	16.984	6564151	790	99.988	0.0120
Total	104538190	71733521	68.619	71732731	790	99.999	0.001

Accordingly, the Resolution No. 1 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution -2 - ORDINARY RESOLUTION:

Declaration of Dividend at the rate of ₹ 1 per Equity Share having face value of ₹ 2 each.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	177	71733521	--
Total votes received through Remote E-Voting / Poll with Assent	176	71733501	100.000
Total votes received through Remote E-Voting / Poll with Dissent	1	20	0.000
Invalid Votes	21	106303	--

Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100.00	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100.00	0.00
Public-Others	38654190	6564941	16.984	6564921	20	99.9996	0.0003
Total	104538190	71733521	68.619	71733501	20	99.9999	0.0000

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Accordingly, the Resolution No. 2 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution - 3 - ORDINARY RESOLUTION:

To appoint a Director in place of Shri Umesh Asaikar (DIN: 06595059), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, has offered himself for reappointment.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	175	71733481	--
Total votes received through Remote E-Voting / Poll with Assent	169	71731791	99.998
Total votes received through Remote E-Voting / Poll with Dissent	6	1690	0.002
Invalid Votes	22	106343	--

Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100	0.0000
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100	0.0000
Public-Others	38654190	6564901	16.984	6563211	1690	99.974	0.0257
Total	104538190	71733481	68.619	71731791	1690	99.998	0.0024

Accordingly, the Resolution No. 3 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution - 4 - ORDINARY RESOLUTION:

To consider and ratify the appointment of M/s. B. K. Khare & Company, Chartered Accountants (Firm Registration No. 105102W) as the Statutory Auditors of the Company approved by the Shareholders at the 43rd Annual General Meeting for a term of three years i.e. till the conclusion of the 46th Annual General Meeting of the Company.



PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	175	71733481	--
Total votes received through Remote E-Voting / Poll with Assent	171	71732271	99.998
Total votes received through Remote E-Voting / Poll with Dissent	4	1210	0.002
Invalid Votes	22	106343	--

Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100	0.00
Public-Others	38654190	6564901	16.984	6563691	1210	99.982	0.018
Total	104538190	71733481	68.619	71732271	1210	99.998	0.002

Accordingly, the Resolution No. 4 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution - 5 - ORDINARY RESOLUTION:

Appointment of Prof. Indira Parikh (DIN 00143801), as an Independent Director for a term of 5 consecutive years.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	173	71733246	--
Total votes received through Remote E-Voting / Poll with Assent	170	71732396	99.998
Total votes received through Remote E-Voting / Poll with Dissent	3	850	0.002
Invalid Votes	23	106578	--



Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100	0.00
Public-Others	38654190	6564666	16.983	6563816	850	99.987	0.013
Total	104538190	71733246	68.619	71732396	850	99.999	0.001

Accordingly, the Resolution No. 5 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution - 6 - ORDINARY RESOLUTION:

Approval of Payment of managerial remuneration within overall limit of remuneration prescribed under Section 197 of the Companies Act, 2013.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	175	71733301	--
Total votes received through Remote E-Voting / Poll with Assent	170	71732413	99.998
Total votes received through Remote E-Voting / Poll with Dissent	5	888	0.002
Invalid Votes	21	106523	--

Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100	0.00
Public-Others	38654190	6564721	16.983	6563833	888	99.986	0.014
Total	104538190	71733301	68.619	71732413	888	99.999	0.001



Accordingly, the Resolution No. 6 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Resolution - 7 - ORDINARY RESOLUTION:

Ratification of the remuneration of Cost Auditors for the financial year 2015-16.

PARTICULARS	No. of Members voted	No. of Equity Shares	% of total number of valid votes cast
Total Valid votes received through Remote E-Voting / Poll	175	71733301	--
Total votes received through Remote E-Voting / Poll with Assent	172	71732831	99.999
Total votes received through Remote E-Voting / Poll with Dissent	3	470	0.001
Invalid Votes	21	106523	--

Pursuant to Clause 35A of the Listing Agreement, details regarding voting are as follows:

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	59884070	59528580	99.406	59528580	00	100	0.00
Public - Institutional holders	5999930	5640000	94.001	5640000	00	100	0.00
Public-Others	38654190	6564721	16.983	6564251	470	99.993	0.007
Total	104538190	71733301	68.619	71732831	470	99.999	0.001

Accordingly, the Resolution No. 7 as mentioned in the Notice convening 44th Annual General Meeting dated 13th May, 2015 has been passed by the requisite majority.

Place: Vadodara
Date : 7th August, 2015

For DEEPAK NITRITE LIMITED



DEEPAK C. MEHTA
Vice Chairman & Managing Director

CONSOLIDATED SCRUTINIZERS REPORT

To,
Shri C. K. Mehta
Chairman,
Deepak Nitrite Limited
9/10, Kunj Society,
Alkapuri, Vadodara-390007.

Forty-Forth Annual General Meeting of the Equity Shareholders of Deepak Nitrite Limited (the "Company") held on 7th, August 2015, at 10.30 am at Hotel Surya Palace, Opposite Parsi Agyari, Sayajigunj, Vadodara 390005

Dear Sir,

I, CS Dinesh Joshi, Partner, Kanj & Associates, Company Secretaries, Pune appointed as a Scrutinizer for the following purposes:

1. The e-Voting process was conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between 4th August , 2015 (9:00 a.m.) to 6th August, 2015 (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 boxes were locked and sealed in the presence of members and proxies. Subsequently, after the voting process is over, the locked and sealed polling boxes were 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 cast at the meeting by poll process, thereafter unblocked the voting casted through remote e-voting, in the presence of two witnesses, not in the employment of the Company. Then I counted the votes cast by e-voting process.

My responsibility as Scrutinizer for 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 National



Securities Depository Limited and the votes cast by poll process by the shareholders of the company at the said Annual General Meeting.

5. The cumulative result of the 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 and Cash Flow Statement for the financial year ended 31st March, 2015, together with the Directors' Report and Auditors' Report thereon.

i) Voted in favour of resolution:

Number of members voting(A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C= A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
124	51	44020086	27712645	175	71732731	99.999



ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
2	0	790	0	2	790	0.001

iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	0	106303	0



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

Declaration of Dividend of Re. 1/- per Equity Share of Rs. 2/- each.

i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
125	51	44020856	27712645	176	71733501	100

ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
1	0	20	0	1	20	0.000



iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	0	106303	0

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

Appointment of Shri Umesh Asaikar (DIN: 06595059), as a Director who retires by rotation at this Annual General Meeting and has offered himself for re-appointment.

i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
123	46	44020066	27711725	169	71731791	99.998



ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
2	4	790	900	6	1690	0.002

iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	1	106323	20

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

Ratification of appointment of M/s. B. K. Khare & Co., Chartered Accountants, as Statutory Auditors of the Company.



i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
123	48	44020066	27712205	171	71732271	99.998

ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
2	2	790	420	4	1210	0.002



iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	1	106323	20

e) As an ordinary resolution- Item No. 5:

Appointment of Prof. Indira Parikh (DIN: 00143801) as an Independent Director of the Company for a term of Five consecutive years.

i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
123	47	44020636	27711760	170	71732396	99.998



ii) Voted against the resolution:

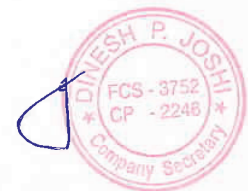
Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
1	2	20	830	3	850	0.002

iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	2	106523	55

f) As an Ordinary Resolution- Item No. 6:

Approval of payment of managerial remuneration within overall limit of remuneration prescribed under section 197 of Companies Act, 2013.



i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
123	47	44020636	27711777	170	71732413	99.998

ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
1	4	20	868	5	888	0.002



iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (invalid)	Through electronic system (Abstained)
21	0	106523	0

g) As an ordinary resolution- Item No. 7:

Ratification of remuneration of Cost Auditors for the Financial Year 2015-16.

i) Voted in favour of resolution:

Number of members voting (A)		Number of votes cast in favor of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in favor of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
123	49	44020636	27712195	172	71732831	99.999



ii) Voted against the resolution:

Number of members voting (A)		Number of votes cast in against of resolution (B)		Total Number of members voting (Consolidated) (C=A1+A2)	Total Number of votes cast in against of resolution (Consolidated) (D=B1+B2)	% of total number of valid votes cast (Consolidated) (E)
Through Poll Process (A1)	Through electronic systems (A2)	Through Poll Process (B1)	Through electronic systems (B2)			
1	2	20	450	3	470	0.001

iii) Invalid/ Abstained Votes:

Total Number of members whose votes declared invalid/ who abstained		Total number of votes cast by them	
Through Poll process (Invalid)	Through electronic system (Abstained)	Through Poll process (Invalid)	Through electronic system (Abstained)
21	0	106523	0

5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the poll taken at the Meeting is enclosed.



6. All the relevant records of the e-voting along with the poll papers will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 44th 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,

Place: Vadodara

Date: 7th August, 2015

For DEEPAK NITRITE LTD.


D. C. MEHTA
VICE CHAIRMAN & MANAGING DIRECTOR

Yours faithfully,


Dinesh Joshi

Partner

KANJ & ASSOCIATES

Scrutinizer

