



DNL/138/BSE/920/2017 June 27, 2017

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

Dear Sir,

Ref: Scrip Code: 506401

Sub: Declaration of Results - 46<sup>th</sup> Annual General Meeting and Scrutinizer's Report

We wish to inform you that the 46<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Company was held on 26<sup>th</sup> June, 2017 at Hotel Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara-390005 at 10:30 A.M.

Shri Dinesh Joshi, Partner, M/s. KANJ & Associates, 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 and on the basis of Scrutinizer's Report, Shri Deepak C. Mehta, Chairman & Managing Director of the Company has declared the results regarding businesses transacted at the 46<sup>th</sup> Annual General Meeting of the Company.

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





# **DECLARATION OF RESULTS**

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

The 46<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on 26<sup>th</sup> June, 2017 at Hotel Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara - 390005, which commenced at 10:30 A.M. and concluded at 11:45 A.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 Central Depository Services (India) Limited which was open from 23<sup>rd</sup> June, 2017 (9:00 A.M.) upto 25<sup>th</sup> June, 2017 (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 46<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 as herein:







#### 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, 2017, together with the Directors' Report and the Auditor's Report thereon.

## The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1) ] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/( 2)]*100 | % of<br>Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(<br>2)]*100 |
|-----------------------------|----------------------|------------------------------|----------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                              | 60812361                         | 100.00   | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 |                              | -                                | -  | -                                   | -                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                              | •                                | -  | -                                   | -                                 | -   | -   |
|                             | Total                | 60812361                     | 60812361                         | 100.00   | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                              | 31139203                         | 91.31  | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                              | -                                | -  | -                                   | -                                 | -   | -   |
|                             | Postal<br>Ballot     | <del>!</del>                 | -                                | -  | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                     | 31139203                         | 91.31  | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                              | 5223282                          | 14.59  | 5223282                             | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                              | *41938                           | 0.12   | 41938                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                              | -                                | -  | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                     | 5265220                          | 14.71  | 5265220                             | NIL                               | 100.00  | NIL   |
| Total                       |                      | 130711266                    | 97216784                         | 74.37  | 97216784                            | NIL                               | 100.00  | NIL   |

<sup>\*</sup> Out of total number of votes casted through Poll, 4760 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 1 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed unanimously.





#### Resolution -2 - ORDINARY RESOLUTION:

Declaration of Dividend at the rate of ₹ 1.20 per Equity Share having face value of ₹ 2 each.

#### The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1) ] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of<br>Votes in<br>favour on<br>votes<br>polled<br>(6)=[(4)/(<br>2)]*100 | % of<br>Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(<br>2)]*100 |
|-----------------------------|----------------------|---------------------------------|-------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                      | 100.00   | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 | ]                               | -                             | -  | -                                   | -                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                                 | -                             | -  |                                     | -                                 | -   | -   |
|                             | Total                | 60812361                        | 60812361                      | 100.00   | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         | 1                               | 31139203                      | 91.31  | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 | ]                               | -                             | •  | -                                   | -                                 | -   | -   |
|                             | Postal<br>Ballot     |                                 | -                             | -  | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                        | 31139203                      | 91.31  | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                       | 14.59  | 5223282                             | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | *41898                        | 0.12   | 41898                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                                 | -                             | -  | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                        | 5265180                       | 14.71  | 5265180                             | NIL                               | 100.00  | NIL   |
| Total                       |                      | 130711266                       | 97216744                      | 74.37  | 97216744                            | NIL                               | 100.00  | NIL   |

<sup>\*</sup> Out of total number of votes casted through Poll, 1260 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 2 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed unanimously.







#### Resolution - 3 - ORDINARY RESOLUTION:

To appoint a Director in place of Shri Ajay C. Mehta (DIN: 00028405), 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 re-appointment.

#### The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/( 2)]*100 | % of Votes against on votes polled (7)=[(5)/( 2)]*100 |
|-----------------------------|----------------------|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 | ]                               | -                                | -   | -                                   | -                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 60812361                        | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                                 | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                          | 14.59   | 5223232                             | 50                                | 99.99   | 0.01  |
|                             | Poll                 |                                 | *41938                           | 0.12  | 41938                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                        | 5265220                          | 14.71   | 5265170                             | 50                                | 99.99   | 0.01  |
| Total                       |                      | 130711266                       | 97216784                         | 74.37   | 97216734                            | 50                                | 99.99   | 0.01  |

<sup>\*</sup> Out of total number of votes casted through Poll, 4710 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 3 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed with requisite majority.







#### Resolution - 4 - ORDINARY RESOLUTION:

To appoint M/s. Deloitte Haskins & Sells LLP., Chartered Accountants, (Firm Registration No.117366W/W-100018) as Auditors of the Company for a term of five years from the conclusion of this 46<sup>th</sup> Annual General Meeting of the Company upto the conclusion of the 51<sup>st</sup> Annual General Meeting of the Company.

#### The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/( 2)]*100 | % of<br>Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(<br>2)]*100 |
|-----------------------------|----------------------|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 |                                 | -                                | -   | -                                   | -                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 60812361                        | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                                 | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 | ]                               | -                                | -   | •                                   | •                                 | -   | -   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                          | 14.59   | 5223282                             | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | *41938                           | 0.12  | 41938                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                        | 5265220                          | 14.71   | 5265220                             | NIL                               | 100.00  | NIL   |
| Total                       |                      | 130711266                       | 97216784                         | 74.37   | 97216784                            | NIL                               | 100.00  | NIL   |

<sup>\*</sup> Out of total number of votes casted through Poll, 4710 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 4 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed unanimously.





#### Resolution - 5 - ORDINARY RESOLUTION:

Appointment of Shri Sanjay Upadhyay (DIN: 01776546), as a Director liable to retire by rotation.

#### The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/( 2)]*100 | % of Votes against on votes polled (7)=[(5)/ (2)]*100 |
|-----------------------------|----------------------|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 |                                 | -                                | -   | -                                   | -                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 60812361                        | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                                 | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                          | 14.59   | 5223232                             | 50                                | 99.99   | 0.01  |
|                             | Poll                 |                                 | *41938                           | 0.12  | 41938                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                        | 5265220                          | 14.71   | 5265170                             | 50                                | 99.99   | 0.01  |
| Total                       |                      | 130711266                       | 97216784                         | 74.37   | 97216734                            | 50                                | 99.99   | 0.01  |

<sup>\*</sup> Out of total number of votes casted through Poll, 4710 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 5 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed with requisite majority.







#### Resolution - 6 - ORDINARY RESOLUTION:

Appointment of Shri Sanjay Upadhyay (DIN: 01776546) as a Whole-Time Director, designated as Director-Finance & Chief Financial Officer of the Company, for a period of five years.

#### The details regarding voting are as follows:

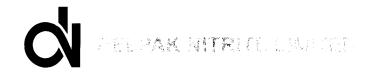
| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1) ] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes<br>in favour<br>on votes<br>polled<br>(6)=[(4)/(2<br>)]*100 | % of<br>Votes<br>against<br>on votes<br>polled<br>(7)=[(5)/<br>(2)]*100 |
|-----------------------------|----------------------|---------------------------------|----------------------------------|--|-------------------------------------|-----------------------------------|--|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                         | 100.00   | 60812361                            | NIL                               | 100.00   | NIL   |
| Promoter                    | Poll                 |                                 | -                                | -  | -                                   |                                   | •  | -   |
| Group                       | Postal<br>Ballot     |                                 | -                                | -  | -                                   | •                                 | -  | -   |
|                             | Total                | 60812361                        | 60812361                         | 100.00   | 60812361                            | NIL                               | 100.00   | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                                 | 31139203                         | 91.31  | 31131731                            | 7472                              | 99.98  | 0.02  |
|                             | Poll                 | ]                               | -                                | -  | -                                   | -                                 | -  | -   |
|                             | Postal<br>Ballot     |                                 | -                                | -  | -                                   | -                                 | -  | -   |
|                             | Total                | 38785274                        | 31139203                         | 91.31  | 31131731                            | 7472                              | 99.98  | 0.02  |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                          | 14.59  | 5223152                             | 130                               | 99.99  | 0.01  |
|                             | Poll                 |                                 | *41938                           | 0.12   | 41938                               | NIL                               | 100.00   | NIL   |
|                             | Postal<br>Ballot     |                                 | -                                | -  | -                                   | -                                 | -  | -   |
|                             | Total                | 31113631                        | 5265220                          | 14.71  | 5265090                             | 130                               | 99.99  | 0.01  |
| Total                       |                      | 130711266                       | 97216784                         | 74.37  | 97209182                            | 7602                              | 99.99  | 0.01  |

<sup>\*</sup> Out of total number of votes casted through Poll, 4710 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 6 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed with requisite majority.







#### Resolution - 7 - ORDINARY RESOLUTION:

Ratification of the remuneration of Cost Auditors for the financial year 2017-18.

#### The details regarding voting are as follows:

| Category                    | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>Votes<br>against<br>(5) | % of Votes in favour on votes polled (6)=[(4)/ (2)]*100 | % of<br>Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(<br>2)]*100 |
|-----------------------------|----------------------|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| Promoter and                | E-<br>Voting         |                                 | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Promoter                    | Poll                 |                                 | -                                | -   | -                                   | •                                 | -   | -   |
| Group                       | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 60812361                        | 60812361                         | 100.00  | 60812361                            | NIL                               | 100.00  | NIL   |
| Public-<br>Institutions     | E-<br>Voting         |                                 | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                            | NIL                               | 100.00  | NIL   |
| Public- Non<br>Institutions | E-<br>Voting         |                                 | 5223282                          | 14.59   | 5223282                             | NIL                               | 100.00  | NIL   |
|                             | Poll                 |                                 | *41918                           | 0.12  | 41918                               | NIL                               | 100.00  | NIL   |
|                             | Postal<br>Ballot     |                                 | -                                | -   | -                                   | -                                 | -   | -   |
|                             | Total                | 35796190                        | 5265200                          | 14.71   | 5265200                             | NIL                               | 100.00  | NIL   |
| Total                       |                      | 130711266                       | 97216764                         | 74.37   | 97216764                            | NIL                               | 100.00  | NIL   |

<sup>\*</sup> Out of total number of votes casted through Poll, 4710 votes casted by 10 shareholders were considered Invalid as they were found incomplete or otherwise defective and therefore, the said votes are not considered in the above calculation.

Accordingly, the Resolution No. 7 as mentioned in the Notice convening 46<sup>th</sup> Annual General Meeting dated 28<sup>th</sup> April, 2017 has been passed unanimously.

Place: Vadodara

Date: 27<sup>th</sup> June, 2017

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For **DEEPAK NITRITE LIMITED** 

DEEPAK C. MEHTA Chairman & Managing Director

# SCRUTINIZER'S FINAL REPORT ON E-VOTING AND POLL

FOR THE ANNUAL GENERAL MEETING HELD ON MONDAY, 26<sup>TH</sup> JUNE, 2017

OF

# DEEPAK NITRITE LIMITED (CIN: L24110GJ1970PLC001735)

AT

HOTEL SURYA PALACE, OPPOSITE PARSI AGIYARI, SAYAJIGUNJ, VADODARA-390 005



#### CONSOLIDATED SCRUTINIZERS REPORT

To, Shri D. C. Mehta, Chairman & Managing Director, Deepak Nitrite Limited 9/10, Kunj Society, Alkapuri, Vadodara-390007.

Forty-Sixth Annual General Meeting of the Shareholders of Deepak Nitrite Limited (the "Company") held on Monday, 26th, June 2017, at 10.30 AM at Hotel Surya Palace, Opposite Parsi Agiyari, Sayajigunj, Vadodara - 390005.

Dear Sir,

- I, CS Dinesh Joshi, Partner, KANJ & Associates, Company Secretaries, Pune was 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 23rd June, 2017 (9:00 a.m.) to 25th June, 2017 (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 Central Depository Services (India) Limited ("CDSL") and the votes cast by poll process by the shareholders of the Company at the said Annual General Meeting. Dine 81 Joshi



- 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, 2017, together with the Directors' Report and Auditors' Report thereon.

| Category     | Mode<br>of<br>Voting | No. of shares held (1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes -<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(5) | % of Votes in favor on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)] *100 |
|--------------|----------------------|------------------------|----------------------------------|---|--------------------------------------|--|---|---|
| Promoter     | E-                   |                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| and          | Voting               | 60812361               |                                  |   |                                      |  |   |   |
| Promoter     | Poll                 | •                      | -                                | -   | _                                    | -                                      | -   |   |
| Group        | Total                | 60812361               | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Public       | E-                   |                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
| Institutions | Voting               | 34102715               |                                  |   |                                      |  |   |   |
|              | Poll                 |                        | -                                | -   | -                                    | -                                      | -   | -   |
|              | Total                | 34102715               | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
| Public       | E-                   |                        | 5223282                          | 14.59   | 5223282                              | NIL                                    | 100   | NIL   |
| Non-         | Voting               | 35796190               |                                  |   |                                      | }                                      |   |   |
| Institutions | Poll                 |                        | *41938                           | 0.12  | 41938                                | NIL                                    | 100   | NIL   |
|              | Total                | 35796190               | 5265220                          | 14.71   | 5265220                              | NIL                                    | 100   | NIL   |
| Total        |                      | 130711266              | 97216784                         | 74.37   | 97216784                             | NIL                                    | 100   | NIL   |

<sup>\*</sup> Out of total number of votes casted through Poll 4760 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Declaration of Dividend of Rs.1.20/- (Rupee One and Paisa Twenty only) on 13,07,11,266 Equity Shares of Rs.2/- (Rupees Two only) each.

| Category               | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes -<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(5) | % of Votes in favor on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)] *100 |
|------------------------|----------------------|---------------------------------|----------------------------------|---|--------------------------------------|--|---|---|
| Promoter<br>and        | E-<br>Voting         | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Promoter               | Poll                 |                                 | -                                | -   | -                                    | -                                      | -   | -   |
| Group                  | Total                | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Public<br>Institutions | E-<br>Voting         | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
|                        | Poll                 |                                 | -                                | -   | -                                    | -                                      | -   | -   |
|                        | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
| Public                 | E-                   |                                 | 5223282                          | 14.59   | 5223282                              | NIL                                    | 100   | NIL   |
| Non-                   | Voting               | 35796190                        |                                  | -   |                                      |  |   |   |
| Institutions           | Poll                 |                                 | *41898                           | 0.12  | 41898                                | NIL                                    | 100   | NIL   |
|                        | Total                | 35796190                        | 5265180                          | 14.71   | 5265180                              | NIL                                    | 100   | NIL   |
| Total                  |                      | 130711266                       | 97216744                         | 74.37   | 97216744                             | NIL                                    | 100   | NIL   |

\* Out of total number of votes casted through Poll 1260 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Appointment of a Director in place of Shri Ajay C. Mehta (DIN: 00028405), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for reappointment.

| Category               | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes –<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(5) | % of Votes<br>in favor on<br>votes<br>polled<br>(6) =<br>[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)] *100 |
|------------------------|----------------------|---------------------------------|----------------------------------|---|--------------------------------------|--|--|---|
| Promoter<br>and        | E-<br>Voting         | (00100/1                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100  | NIL   |
| Promoter               | Poll                 | 60812361                        | _                                | -   | -                                    | _                                      | -  | _   |
| Group                  | Total                | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100  | NIL   |
| Public<br>Institutions | E-<br>Voting         | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100  | NIL   |
|                        | Poll                 |                                 | -                                | -   | -                                    | -                                      | -  |   |
|                        | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100  | NIL   |
| Public                 | E-                   |                                 | 5223282                          | 14.59   | 5223232                              | 50                                     | 99.99  | 0.01  |
| Non-                   | Voting               | 35796190                        |                                  |   |                                      |  |  |   |
| Institutions           | Poll                 |                                 | *41938                           | 0.12  | 41938                                | NIL                                    | 100  | NIL   |
|                        | Total                | 35796190                        | 5265220                          | 14.71   | 5265170                              | 50                                     | 99.99  | 0.01  |
| Total                  |                      | 130711266                       | 97216784                         | 74.37   | 97216734                             | 50                                     | 99.99  | 0.01  |

<sup>\*</sup> Out of total number of votes casted through Poll 4710 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), as the Statutory Auditors of the Company for a term of five years i.e. from the conclusion of this 46th Annual General Meeting of the Company up to the conclusion of the 51st Annual General Meeting of the Company.

| Category               | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes –<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(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-<br>Voting         | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Promoter               | Poll                 | 00012001                        | -                                | -   | -                                    | _                                      | _   | -   |
| Group                  | Total                | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Public<br>Institutions | E-<br>Voting         | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
|                        | Poll                 |                                 | -                                |   |                                      | -                                      |   | -   |
|                        | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100   | NIL   |
| Public                 | E-                   |                                 | 5223282                          | 14.59   | 5223282                              | NIL                                    | 100   | NIL   |
| Non-                   | Voting               | 35796190                        |                                  |   |                                      |  |   |   |
| Institutions           | Poll                 |                                 | *41938                           | 0.12  | 41938                                | NIL                                    | 100   | NIL   |
|                        | Total                | 35796190                        | 5265220                          | 14.71   | 5265220                              | NIL                                    | 100   | NIL   |
| Total                  |                      | 130711266                       | 97216784                         | 74.37   | 97216784                             | NIL                                    | 100   | NIL   |

\* Out of total number of votes casted through Poll 4710 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Appointment of Shri. Sanjay Upadhyay (DIN: 01776546), as a Director liable to retire by rotation.

| Category        | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes –<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(5) | % of Votes<br>in favor on<br>votes<br>polled<br>(6) =<br>[(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)] *100 |
|-----------------|----------------------|---------------------------------|----------------------------------|---|--------------------------------------|--|--|---|
| Promoter        | E-                   | 60010061                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100  | NIL   |
| and<br>Promoter | Voting Poll          | 60812361                        | _                                |   | _                                    | _                                      |  | _   |
| Group           | Total                | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100  | NIL   |
| Public          | E-                   |                                 | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100  | NIL   |
| Institutions    | Voting               | 34102715                        |                                  |   |                                      |  |  |   |
|                 | Poll                 |                                 | -                                | -   | -                                    |  | -  | -   |
|                 | Total                | 34102715                        | 31139203                         | 91.31   | 31139203                             | NIL                                    | 100  | NIL   |
| Public          | E-                   |                                 | 5223282                          | 14.59   | 5223232                              | 50                                     | 99.99  | 0.01  |
| Non-            | Voting               | 35796190                        |                                  |   |                                      |  |  |   |
| Institutions    | Poll                 |                                 | *41938                           | 0.12  | 41938                                | NIL                                    | 100  | NIL   |
|                 | Total                | 35796190                        | 5265220                          | 14.71   | 5265170                              | 50                                     | 99.99  | 0.01  |
| Total           |                      | 130711266                       | 97216784                         | 74.37   | 97216734                             | 50                                     | 99.99  | 0.01  |

\* Out of total number of votes casted through Poll 4710 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Appointment of Shri. Sanjay Upadhyay (DIN: 01776546) as a Whole-Time Director, designated as Director-Finance & Chief Financial Officer of the Company, for a period of five years.

| Category               | Mode<br>of<br>Voting | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled<br>(2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes –<br>in favor<br>(4) | No. of<br>Votes<br>-<br>against<br>(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-<br>Voting         | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Promoter               | Poll                 |                                 | -                                | -   | -                                    | -                                      | -   | -   |
| Group                  | Total                | 60812361                        | 60812361                         | 100   | 60812361                             | NIL                                    | 100   | NIL   |
| Public<br>Institutions | E-<br>Voting         | 34102715                        | 31139203                         | 91.31   | 31131731                             | 7472                                   | 99.98   | 0.02  |
|                        | Poll                 |                                 | -                                | -   | -                                    | -                                      | -   |   |
|                        | Total                | 34102715                        | 31139203                         | 91.31   | 31131731                             | 7472                                   | 99.98   | 0.02  |
| Public                 | E-                   |                                 | 5223282                          | 14.59   | 5223152                              | 130                                    | 99.99   | 0.01  |
| Non-                   | Voting               | 35796190                        |                                  |   |                                      |  |   |   |
| Institutions           | Poll                 |                                 | *41938                           | 0.12  | 41938                                | NIL                                    | 100   | NIL   |
|                        | Total                | 35796190                        | 5265220                          | 14.71   | 5265090                              | 130                                    | 99.99   | 0.01  |
| Total                  |                      | 130711266                       | 97216784                         | 74.37   | 97209182                             | 7602                                   | 99.99   | 0.01  |

<sup>\*</sup> Out of total number of votes casted through Poll 4710 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



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

Ratification of remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) for the financial year 2017-2018.

| Category                             | Mode<br>of<br>Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100 | No. of<br>Votes - in<br>favor<br>(4) | No. of<br>Votes –<br>against<br>(5) | % of Votes in favor on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)] *100 |
|--------------------------------------|----------------------|------------------------|-------------------------|---|--------------------------------------|-------------------------------------|---|---|
| Promoter<br>and<br>Promoter<br>Group | E-<br>Voting         | (00122(1               | 60812361                | 100   | 60812361                             | NIL                                 | 100   | NIL   |
|                                      | Poll                 | 60812361               | _                       | _   |                                      | _                                   | _   |   |
|                                      | Total                | 60812361               | 60812361                | 100   | 60812361                             | NIL                                 | 100   | NIL   |
| Public<br>Institutions               | E-                   |                        | 31139203                | 91.31   | 31139203                             | NIL                                 | 100   | NIL   |
|                                      | Voting               | 34102715               |                         |   |                                      |                                     |   |   |
|                                      | Poll                 |                        | _                       | -   | -                                    | -                                   | -   | -   |
|                                      | Total                | 34102715               | 31139203                | 91.31   | 31139203                             | NIL                                 | 100   | NIL   |
| Public                               | E-                   |                        | 5223282                 | 14.59   | 5223282                              | NIL                                 | 100   | NIL   |
| Non-<br>Institutions                 | Voting               | 35796190               |                         |   |                                      |                                     |   |   |
|                                      | Poll                 |                        | *41918                  | 0.12  | 41918                                | NIL                                 | 100   | NIL   |
|                                      | Total                | 35796190               | 5265200                 | 14.71   | 5265200                              | NIL                                 | 100   | NIL   |
| Total                                |                      | 130711266              | 97216764                | 74.37   | 97216764                             | NIL                                 | 100   | NIL   |

\* Out of total number of votes casted through Poll 4710 votes casted by total 10 shareholders were considered as Invalid which were found incomplete or otherwise found defective and not considered above.



- 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 46<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

Partner

KANJ & ASSOCIATES

Scrutinizer

Date: 27.06.2017 Place: Vadodara For DEEPAK NITRITE LTD.

CHAIRMAN & MANAGING DIRECTOR