

September 29, 2017

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

Phone: 022 22721233 Scrip Code: 590031 National Stock Exchange of India Ltd. Exchange Plaza, 5th floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai- 400051 Phone: 022 26598100

Stock Code: DENORA EQ.

Attn.: The Manager, Listing Dept.

Dear Sir,

Sub.: Disclosure of the Voting results of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on Wednesday, September 27, 2017 – Clause 44 of the Listing Regulations, 2015

Pursuant to clause 44 of the Listing Regulations, 2015, we wish to inform you that the shareholders of the Company at the 28<sup>th</sup> Annual General Meeting held on Wednesday, September 27, 2017 at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa, approved all the items of business as contained in the notice convening the said AGM. All the resolutions were passed by the shareholders with the requisite majority.

The details of the voting result in the prescribed format pursuant to clause 44 of the Listing Regulations, 2015 is attached herewith. We are also enclosing herewith copy of the consolidated scrutinizer's report dated 28.09.2017 for your reference and records.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,

For De Nora India Limited

Jyoti Bandodkar Company Secretary

Encl. as above

electrochemistry at your service SM

### Disclosure of voting results by Listed Entities requirement under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	27.09.2017				
Total number of shareholders on record date	7214				
No. of shareholders present in the meeting either in person or through proxy:	32				
Promoters and Promoter Group:	1				
Public:	31				
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable				
Promoters and Promoter Group:	· NIL				
Public	NIL				

#### Agenda- wise disclosure

Resolution required: Ordina	ary		1. Ado	ption of financial	statements, etc. for	the financial ye	ear 01.04.2	016 - 31.03.2017					
10 C	Whether promoter/ promoter group are interested in the agenda/resolution?				No								
Category	Mode of Voting		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled				
			1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100				
	E-V	oting		0	0	0	0	0	0				
Promoter and Promoter Group	F	Poll	2850268	2849500	99.97	2849500	0	100	0				
Promoter and Promoter Group	Posta	l Ballot		0	0	0	0	0	0				
4	To	otal	2850268	2849500	99.97	2849500	0	100	0				
	E-V	oting		- 0	0	0	0	0	0				
Public- Institutions	P	Poll	10488	0	0	0	0	0	0				
r dbiic- iiistitutions	Posta	l Ballot		0	0	0	0	0	0				
	To	otal	10488	0	0	0	0	0	0				
	E-V	oting		13740	0.56	13690	50	99.64	0.36				
Public- Non Institutions	Р	oll	2447878	10202	0.42	10202	0	100	0				
r dolic- Nori ilistitutions	Posta	l Ballot		0	0	0	0	0	0				
	To	otal	2447878	23942	0.98	23892	50	99.79	0.21				
Total			5308634	2873442	54.13	2873392	50	100	0				



Resolution required: Ordina	iry			2.	Declaration of Divid	end on Equity	Shares						
	Whether promoter/ promoter group are interested in the agenda/resolution?		No										
Category	Category Mode o		No. of shares held	No. of votes	% 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				
	E-Vo	oting		0	0	0	0	0	0				
Promoter and Promoter Group	P	oll	2850268	2849500	99.97	2849500	0	100	0				
Tromoter and Fromoter Group	Postal	l Ballot		0	0	0	0	0	0				
	Total		2850268	2849500	99.97	2849500	0	100	0				
	E-Vo	oting		0	0	0	0	0	0				
Public- Institutions	Po	oll	10488	0	0	0	0	0	0				
Table Misteadons	Postal	Ballot		0	0	0	0	0	0				
	То	tal	10488	0	0	0	0	. 0	0				
	E-Vo	oting		13740	0.56	13690	50	99.64	0.36				
Public- Non Institutions	Po	oll	2447878	10202	0.42	10202	0	100	0				
Public- Non Institutions	Postal	Ballot		0	0	0	0	0	0				
	То	tal	2447878	23942	0.98	23892	50	99.79	0.21				
Total			5308634	2873442	54.13	2873392	50	100	0				





Resolution required: Ordina	ary		3. Re-appoi	intment of Mr. Ar	gelo Ferrari (DIN: 00	436116) as Dir	ector liable	e to retire by rotation				
Whether promoter/ promoter group are interested in the agenda/resolution?			No									
Category	Mode	of Voting	Voting No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
			1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	E-V	oting		0	0	0	0	0	0			
Promoter and Promoter Group	P	Poll	oll 2850268		99.97	2849500	0	100	0			
Tromoter and Promoter Group	Posta	l Ballot		0	0	0	0	0	0			
	To	otal	2850268	2849500	99.97	2849500	0	100	0			
	E-V	oting		0	0	0	0	0	0			
Dublic Institution	P	oll	10488	0	0	0	0	0	0			
Public- Institutions	Posta	l Ballot		0	. 0	0	0	0	0			
	To	otal	10488	0	0	0	0	0	0			
	E-V	oting		13740	0.56	13690	50	99.64	0.36			
Public- Non Institutions	P	oll	2447878	10202	0.42	10202	0	100	0			
. done Hor institutions	Posta	l Ballot		0	0	0	0	0	0			
	To	otal	2447878	23942	0.98	23892	50	99.79	0.21			
Total			5308634	2873442	54.13	2873392	50	100	0			





Resolution required: Ordinary	4. Ratification of appointment of Statutory Auditors				
Whether promoter/ promoter group are interested in the agenda/resolution?	No				

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
Promoter and Promoter Group	Poll	2850268	2849500	99.97	2849500	0	100	0
- Tomoter and Tromoter Group	Postal Ballot		0	0	0	0	0	0
	Total	2850268	2849500	99.97	2849500	0	100	0
	E-Voting		0	0	0	0	0	0
Public- Institutions	Poll	10488	0	0	0	0	0	0
r donc- maticulons	Postal Ballot		0	0	0	0	0	0
	Total	10488	0	0	0	0	0	0
	E-Voting		13740	0.56	13690	50	99.64	0.36
Public- Non Institutions	Poll	2447878	10202	0.42	10202	0	100	0
Public- Non Institutions	Postal Ballot		0	0	0	0	0	0
	Total	2447878	23942	0.98	23892	50	99.79	0.21
Total		5308634	2873442	54.13	2873392	50	100	0





Resolution required: Ordinary	5. Approval for payment of minimum remuneration to Mr. Vinay Chopra, Managing Director (DIN: 06543610) in case the Company has absence of profits or inadequacy of profits
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
4	E-Voting		0	0	0	0	0	0
Promoter and Promoter Group	Poll	2850268	2849500	99.97	2849500	0	100	0
Tomoter and Promoter Group	Postal Ballot		0	0	0	0	0	0
*	Total	2850268	2849500	99.97	2849500	0	100	0
	E-Voting	10488	0	0	0	0	0	0
Public- Institutions	Poll		0	0	0	0	0	0
T done institutions	Postal Ballot		0	0	0	0	0	0
	Total	10488	0	0	0	0	0	0
	E-Voting		13740	0.56	13440	300	97.82	2.18
Public- Non Institutions	Poll	2447878	10202	0.42	10202	0	100	0
T done 14011 Illistitutions	Postal Ballot		0	0	0	0	0	0
F-1	Total	2447878	23942	0.98	23642	300	98.75	1.25
Total		5308634	2873442	54.13	2873142	300	99.99	0.01



Resolution required: Ordina	iry		6. Reclassific	cation of Promote	ers from 'Promoter &	Promoter Gro	up catego	y' to 'Public category'	· · · · · · · · · · · · · · · · · · ·			
Whether promoter/ promoter gre	oup are		No									
Category	Mode of Voting		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains on votes polled			
			1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	E-V	oting		0	0	0	0	0	0			
B	F	oll 2850268		2849500	99.97	2849500	0	100	0			
Promoter and Promoter Group	Posta	al Ballot	Ballot		0	0	0	0	0			
	T	otal	2850268	2849500	99.97	2849500	0	100	0			
	E-V	oting		0	0	. 0	0	0	0			
D. blin Institutions	F	Poll	10488	0	0	0	0	0	0			
Public- Institutions	Posta	l Ballot		0	0	0	0	0	0			
	T	otal	10488	0	0	0	0	0 0 0 0 0	0			
	E-V	oting		13740	0.56	13690	50	99.64	0.36			
Bublic New Institutions	F	Poll	2447878	10202	0.42	10202	0	100	0			
Public- Non Institutions	Posta	l Ballot		0	0	0	0	0	0			
	To	otal	2447878	23942	0.98	23892	50	99.79	0.21			
Total			5308634	2873442	54.13	2873392	50	100	0			



Resolution required: Ordina	iry		7. 1	Determination of	fee for service of do	cuments to Me	mbers of t	he Company	
Whether promoter/ promoter gro	oup are				No				
Category	Mode	of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-V	oting		0	0	0	0	0	0
		Poll 2850268		2849500	99.97	2849500	0	100	0
Promoter and Promoter Group	Posta	l Ballot		0	0	0	0	0	0
	T	otal	2850268	2849500	99.97	2849500 0 100	100	0	
	E-V	oting		0	0	0	0	0	0
Dublic to distant	F	Poll	10488	0	0	0	0	0	0
Public- Institutions	Posta	l Ballot		0	0	0	0	0	0
	T	otal	10488	0	0	0	0	0	0
	E-V	oting		13740	0.56	13415	325	97.63	2.37
		Poll	2447878	10202	0.42	10202	0	100	0
Public- Non Institutions	Posta	l Ballot		0	0	0	0	0	0
	T	otal	2447878	23942	0.98	23617	325	98.64	1.36
Total			5308634	2873442	54.13	2873117	325	99.99	0.01

Based on above remote e-voting and physical ballot forms, all aforesaid resolutions were passed with requisite majority.





# Sadashiv V. Shet

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

Company Secretary

Address: S-15, Jairam Complex, Nevginagar, Panaji-Goa, 403001 Phone: 0832-2427847, 2421237 Email: sadashivshet@gmail.com

#### Consolidated Scrutinizer's Report on voting through ballot paper and through remote e-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairperson for the 28th Annual General Meeting of Equity Shareholders

#### De Nora India Limited

held on Wednesday, 27th September, 2017 at 11:00 a.m. at Plot Nos. 184,185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115.

Dear Sir,

I. Sadashiy V. Shet, Practicing Company Secretary, had been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolutions through ballot paper at the 28th Annual General Meeting (28th AGM) of the Equity Shareholders of De Nora India Limited held on Wednesday, 27th September, 2017, at Plot Nos.184,185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115 and through remote e-voting during the period from Sunday, 24th September, 2017 (9:00 a.m.) to Tuesday, 26th September, 2017 (5:00 p.m.) in a fair and transparent manner and for ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

#### I hereby submit as under:

- The remote e-voting period remained open from Sunday, 24th September, 2017 (9:00 a.m.) to Tuesday, 26th September, 2017 (5:00 p.m.) and was disabled for voting thereafter.
- 2. The Shareholders holding shares as on the "cut-off" date i.e. 20th September, 2017 were entitled to vote on the proposed resolutions contained in the notice of the 28th AGM.
- 3. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
- 4. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 5. I did not find any ballot paper invalid.
- 6. After counting the votes cast by the shareholders present at the 28th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 27th September, 2017 at around 4.45p.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhi Malkarnekar, who are not in employment of the Company.



7. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

#### **ORDINARY BUSINESS**

## Item no. 1: Ordinary Resolution

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2017.

Mode of Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes	
		(1)	(2)	(3)	(4) = [(2)/(1)] * 100	(5) = [(3)/(1)] * 100	(6)	
Remote e-		40-14			100	100	(6)	
voting	9	13740	13690	50	99.6361	0.3639	0	
Ballot paper	32	2859702	2859702	0	100.0000	0.0000	edit in the same	
Total	41	2873442	2873392	50			0	
			2010002	30	99.9983	0.0017	0	

## Item no. 2: Ordinary Resolution

Declaration of dividend on equity shares for the financial year 2016-2017

Mode of Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained / Invalid votes	
		(1)	(2)	(3)	(4) = [(2)/(1)] * 100	(5) = [(3)/(1)] *		
Remote e-				(0)	100	100	(6)	
voting	9	13740	13690	50	99.6361	0.3639		
Ballot paper	32	2859702	2859702	0		General Chemical Control	0	
Total	44			0	100.0000	0.0000	0	
Total	41	2873442	2873392	50	99.9983	0.0017	0	



## Item no. 3: Ordinary Resolution

Re-appointment of Mr. Angelo Ferrari (DIN: 00436116) as Director, who retires by rotation

Mode of Voting	Numbe r of Share- holders voted	Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour (4) = [(2)/(1)] *	% of Votes/Shares - against (5) = [(3)/(1)] *	Neutral/ Abstained / Invalid votes
voting	9	13740	13690	50	99.6361	0.3639	0
Ballot paper	32	2859702	2859702	0	100.0000		0
Total	41	2072442				0.0000	0
Total	41	2873442	2873392	50	99.9983	0.0017	0

### Item no. 4: Ordinary Resolution

To ratify the appointment of the Statutory Auditors M/s. B S R & Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 116231W/W-100024) of the Company and to fix their remuneration

Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour  (4) = [(2)/(1)] *	% of Votes/Shares - against (5) = [(3)/(1)] *	Neutral/ Abstained / Invalid votes
voting	9	13740	13690	50	99.6361	0.3639	0
Ballot paper	32	2859702	2859702	0	100.0000		0
Total	41	2873442	2873392			0.0000	0
		2010442	2013392	50	99.9983	0.0017	0

#### **SPECIAL BUSINESS**

## Item no. 5: Ordinary Resolution

Approval for payment of minimum remuneration to Mr. Vinay Chopra, Managing Director (DIN 06543610) in case the Company has absence of profit or inadequacy of profits

Mode of Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against (5) = [(3)/(1)] *	Neutral/ Abstained / Invalid votes
				(3)	(4) = [(2)/(1)] * 100		
Remote e- voting	9	40740				100	(6)
		13740	13440	300	97.8166	2.1834	0
Ballot paper	32	2859702	2859702	0	100.0000		0
Total	41	2873442	2873142	300	99.9896	0.0000	0
				- 000	33.3090	0.0104	0



## Item no. 6: Ordinary Resolution

Reclassification of Promoters from "Promoter & Promoter &

Mode of Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour (4) = [(2)/(1)] *	% of Votes/Shares - against (5) = [(3)/(1)] *	Neutral/ Abstained / Invalid votes
voting	9	13740	13690	50	99.6361	0.3639	0
Ballot paper	32	2859702	2859702	0	100.0000	0.0000	0
Total	41	2873442	2873392	50	99.9983	0.0007	0

## Item no. 7: Ordinary Resolution

Determination of fee for service of documents to Members of the Company pursuant to the provision of

Section 20 of the Companies Act. 2013.

Mode of Voting	Numbe r of Share- holders voted	Number of Votes/Share s polled	Number of Votes/Share s in favour of the resolution	Number of Votes/Share s against the resolution	% of Votes/Shares - in favour (4) = [(2)/(1)] *	% of Votes/Shares - against (5) = [(3)/(1)] *	Neutral/ Abstained / Invalid votes
voting	9	13740	13415	325	97.6346	2.3654	0
Ballot paper	32	2859702	2859702	0			0
Total					100.0000	0.0000	0
Total	41	2873442	2873117	325	99.9887	0.0113	0



The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 28th AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thanking you,

Yours faithfully,

(Sadashiv V. Shet)

Practicing Company Secretary

Membership No. 2477 C. P. No. 2540

0.1.140. 2540

Witness 1: Sushma Bandeker

2: Rakhi Malkarnekar

Date:28th September, 2017

Place: Panaji-Goa.

Countersigned

Signed by Mr. M. A. SUNDARAM

Chairman of the AGM in respect of item no. 1 to 7