

September 28, 2018

Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001

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 29th Annual General Meeting (AGM) of the Company held on Wednesday, September 26, 2018 – 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 29th Annual General Meeting held on Wednesday, September 26, 2018 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 27.09.2018 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

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	26.09.2018
Total number of shareholders on record date	7848
No. of shareholders present in the meeting either in person or through proxy:	38
Promoters and Promoter Group:	1
Public:	37
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	NIL
Public	NIL





Agenda- wise disclosure

Resolution required: Ordinary	1. Adoption of financial statements, Auditor's Report etc. for the financial year 01.04.2017 - 31.03.2018
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	0.00	0	0	0.00	0.00
Dramatar and Dramatar Craus	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Institutions	Poll	595	0	0.00	0	0	0.00	0.00
Public- Histitutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E-Voting		5321	0.22	321	5000	6.03	93.97
Public- Non Institutions	Poll	2458539	8540	0.35	8540	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2458539	13861	0.56	8861	5000	63.93	36.07
Grand Total		5308634	2863361	53.94	2858361	5000	99.83	0.17





Resolution required: Ordir	nary			2.	Declaration of Div	idend on Equi	ty Shares		
Whether promoter/ promoter g interested in the agenda/reso			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
VWC.	E-\	oting/		0	0.00	0	0	0.00	0.00
Durantan and Durantan Grave	Poll	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Posta	al Ballot		0	0.00	0	0	0.00	0.00
	Т	otal	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-\	oting/		0	0.00	0	0	0.00	0.00
Public- Institutions		Poll	595	0	0.00	0	0	0.00	0.00
Public- Institutions	Posta	al Ballot		0	0.00	0	0	0.00	0.00
*	Т	otal	595	0	0.00	0	0	0.00	0.00
	E-\	oting/		0	0.00	0	0	0.00	0.00
Public- Non Institutions		Poll	2458539	64541	2.63	64541	0	100.00	0.00
Fublic- Noti Institutions	Public- Non Institutions Postal Ballot		0	0.00	0	0	0.00	0.00	
	Т	otal	2458539	64541	2.63	64541	0	100,00	0.00
Grand Total			5308634	2914041	54.89	2914041	0	100.00	0.00





Resolution required: Ordinary

3. Re-appointment of Mr. Robert Scannell (DIN: 06818489) as Director liable to retire by rotation

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	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	595	0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Poll	2458539	8540	0.35	640	7900	7.49	92.51
Public- Noti Histitutions	Postal Ballot	ŀ	0	0.00	0	0	0.00	0.00
	Total	2458539	8540	0.35	640	7900	7.49	92.51
Grand Total		5308634	2858040	53.84	2850140	7900	99.72	0.28





Resolution required: Ordinary	4. 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	0.00	0	0	0.00	0.00
Dramatar and Bramatar Graun	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Institutions	Poll	595	0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot		0	0.00	0 -	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Poll	2458539	64541	2.63	64541	0	100.00	٠ 0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2458539	64541	2.63	64541	0	100.00	0.00
Grand Total	1	5308634	2914041	54.89	2914041	0	100.00	0.00





Resolution required: Ordinary Whether promoter/ promoter group are interested in the agenda/resolution? 5. Appointment of Ms. Supriya Banerji (DIN:05209284) as an Independent Director 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	0.00	0	0	0.00	0.00
Dramatar and Dramatar Craus	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-Voting	ing	0	0.00	0	0	0.00	0.00
Bublic Institutions	Poll	595	0	0.00	0	0	0.00	0.00
Public- Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Poll	2458539	64541	2.63	64541	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2458539	64541	2.63	64541	0	100.00	0.00
Grand Total		5308634	2914041	54.89	2914041	0	100.00	0.00





Resolution required: Ordinary

6. Approval of appointment of Mr. Francesco L'Abbate (DIN: 08063332) as the Director of the Company in casual vacancy

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	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Poll	2849500	2849500	100.00	2849500	0	100.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	2849500	100.00	2849500	0	100.00	0.00
	E-Voting	595	0	0.00	0	0	0.00	0.00
Public- Institutions	Poll		0	0.00	0	0	0.00	0.00
Public- Histitutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E ¹ Voting		0	0.00	0	0	0.00	0.00
Dublic Non Institutions	Poll	2458539	8540	0.35	640	7900	7.49	92.51
Public- Non Institutions	Postal Ballot		0	0.00	0	. 0	0.00	0.00
	Total	2458539	8540	0.35	640	7900	7.49	92.51
Grand Total		5308634	2858040	53.84	2850140	7900	99.72	0.28





Resolution required: Ordinary	7. Approval for Material Related Party Transactions
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	0.00	0	0	0.00	0.00
Dramatar and Bramatar Graun	Poll	2849500	0	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	0	0.00	0	0	0.00	0.00
*	E-Voting		0	0.00	0	0	0.00	0.00
Public- Institutions	Poll	595	0	0.00	0	0	0.00	0.00
Tublic institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	595	0	0.00	0	0	0.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
Public- Non Institutions	Poll	2458539	8540	0.35	8540	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2458539	8540	0.35	8540	0	100.00	0.00
Grand Total		5308634	8540	0.16	8540	0	100.00	0.00





Sadashiv V. Shet

B.A., B.Com, LL.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 Annual General Meeting of Equity Shareholders

De Nora India Limited

held on Wednesday, 26th September, 2018 at 11:00 a.m.
at Plot, Nos. 184, 185 and 189,

Kundaim Industrial Estate

Kundaim Goa 403 115.

Dear Sir,

I, Sadashiv 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 29th Annual General Meeting (29th AGM) of the Equity Shareholders of DE NORA INDIA LIMITED held on Wednesday 26th September, 2018 at 11:00 a.m., at Plot, Nos. 184, 185 and 189, Kundaim Industrial Estate Kundaim Goa 403115, and through remote e-voting during the period started from Sunday, September 23, 2018 (9.00a.m.) and ends on Tueday, September 25, 2018 (5.00p.m.) in a fair and transparent manner and for ascertaining the requisite majority on voting throughth 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:

- 1. The remote e-voting period remained open fromSunday, September 23, 2018 (9.00a.m.) and ends on Tueday, September 25, 2018 (5.00p.m.) and was disabled for voting thereafter.
- 2. The Shareholders holding shares as on the "cut-off" date i.e. September 19, 2018 were entitled to vote on the proposed resolutions contained in the notice of the 29th 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 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 29th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 26th September 2018 at around 3.10pm. in the presence of two witnesses, Ms. Sushma Bandeker and Mr. Edlen Fernandes, 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:

Item no. 1: Ordinary Resolution

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2018.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	32	2858040	*
Remote e-voting	7	321	
Total	39	2858361	99.825

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	1	5000	en.
Total	1	5000	0.175

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0



Item no. 2: Ordinary Resolution

Declaration of dividend for the financial year 2017-2018.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	
Remote e-voting	0	0	w
Total	34	2914041	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	**
Remote e-voting	0	0	-
Total	0	0	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them	
Ballot Paper	0	0	
Remote e-voting	0	0	
Total	0	0	

Item no. 3: Ordinary Resolution

Re-appointment of Mr.Robert Scannell (din:06818489)) as Director who retires by rotation.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	32	2850140	-
Remote e-voting	0	0	*
Total	32	2850140	99.72



(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	1	7900	+1
Remote e-voting	0	0	¥1
Total	1	7900	0.28

(iii) Invalid votes:

Particulars of Voting	iculars of Voting Total number of shareholders whose votes were declared invalid	
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 4: Ordinary Business

Appointment of Statutory Auditors

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	*
Remote e-voting	0	0	*
Total	34	2914041	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	••
Remote e-voting	0	0	¥ .
Total	0	0	0.00



(iii) Invalid votes:

Particulars of Voting	ticulars of Voting Total number of shareholders whose votes were declared invalid	
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 5: Ordinary Resolution

Appointment of Ms. Supriya Banerji (DIN 05209284) as an Independent Director

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	2.4
Remote e-voting	0	0	-
Total	34	2914041	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	*
Remote e-voting	0	0	-
Total	0	0	0.00

(iii) Invalid votes:

Particulars of Voting Total number of shareholders wh votes were declared invalid		Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 6: Ordinary Resolution

Approval of Appointment of Mr. Francesco L'Abbate (DIN:08063332) as the Director of the Company in casual vacancy.



(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	31	2850140	
Remote e-voting	0	0	*
Total	31	2850140	99.72

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	1	7900	*
Remote e-voting	0	0	*
Total	1	7900	0.28

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them	
Ballot Paper	0	0	
Remote e-voting	0	0	
Total	0	0	

Item no. 7: Ordinary Resolution

Approval for Material Related Party Transactions under Section 188

(i) Voted in favour of the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	31	8540	-
Remote e-voting	0	0	-
Total	31	8540	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of share- holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	*
Remote e-voting	0	0	*
Total	0	0	0.00



(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them	
Ballot Paper	0	0	
Remote e-voting	0	0	
Total	0	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 29thh 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

Witness 1: Sushma Bandeker

Edlan Fernandes

Date: 27th September 2018

Place: Panaji-Goa.

Countersigned

Mr. M. A. Sundaram Chairman

DIN: 00144607