

HELD AT _____ ON _____ TIME _____

DE NORA INDIA LIMITED**MINUTES OF THE 24th ANNUAL GENERAL
MEETING OF THE MEMBERS OF THE COMPANY
HELD ON 8TH MAY, 2013 AT 11.00 A.M.
AT THE REGISTERED OFFICE AT KUNDAIM
INDUSTRIAL ESTATE, KUNDAIM, GOA****Present:****Directors**

Mr. S. C. JAIN IN CHAIR
(ALSO AS REPRESENTATIVE OF ORONZIO DE NORA
INTERNATIONAL B.V.)
Mr. M. A. SUNDARAM
Mr. R.V.N.P.R. SARDESSAI
Mr. Krishan Khanna

Company Secretary **Ms. MILITA RODRIGUES**

**NINE MEMBERS IN PERSON.
NINE PERSONS AS PROXY.**

Since the Chairman of the Board Mr. P.N. Kapadia had notified to the Company that he will not be able to attend the meeting due to his other commitments, as per the provisions of the Article 96 of the Articles of Association of the Company, the directors present at the meeting requested Mr. S.C. Jain to take the Chair at the Meeting.

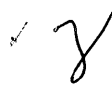
The Chairman welcomed the members.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to Order.

The Members were informed that representation under Section 187 of the Companies Act, 1956 from Oronzio De Nora International B.V. Netherlands, the holding company for 28,49,500 shares in the Company in favour of Mr. S.C. Jain to represent them in the Meeting has been received.

With the permission of the Members, Notice convening the meeting and Directors' Report, having already been circulated to the Members, was taken as read.

The Auditors' report was taken as read and Annexure referred to the Auditors' Report were also taken as read with general consent.


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The Statutory Registers were kept open and accessible during the continuance of the meeting.

The Chairman informed the members that during the year under review the Company achieved total income of Rs. 656.63 Million and Net Profit after tax of Rs. 133.07 Million. He further briefly stated the product-wise performance of the Company and the future outlook and prospects of the Company.

Thereafter, the Chairman proceeded with the business as mentioned in the Notice of the 24th Annual General Meeting:

ORDINARY BUSINESS

Item 1. Approval of Accounts

The shareholders considered the Balance Sheet as at 31.12.2012 and Profit and Loss Account for the year ended 31.12.2012 and the Auditors' Report thereon and the Directors' Report alongwith Annexures annexed thereto.

Mrs. Homa B. Pouredehi proposed and Mr. Mario Estrochio seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT Balance Sheet as at 31st December, 2012 and Profit and Loss Account of the Company for the year ended on that date and Reports of Directors and Auditors thereon be and are hereby adopted."

The Chairman invited the members to ask questions arising out of the Balance Sheet, Profit & Loss Account, Directors' and Auditors' Reports.

On being put to vote on show of hands the resolution was adopted unanimously.

Item 2. Declaration of Dividend

Mr. Anil Jain proposed and Mrs. Sangeeta Khandeparkar seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of Rupees Seven be and is hereby declared on Equity Share of Rs. 10/- each fully paid up and the dividend be distributed to those Shareholders whose names appear on the Register of Members on May 6, 2013 and on the basis of Particulars of Beneficial Ownership furnished by the Depositories or to their mandates."

On being put to vote on show of hands the resolution was adopted unanimously.

Item 3. Appointment of Director

Mr. Deepak Nagvekar proposed and Ms. Dolorosa Paul seconded that the following resolution be adopted as an Ordinary Resolution:



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"RESOLVED THAT Mr. M. A. Sundaram, Director who retires by rotation and is eligible for reappointment be and is hereby reappointed as Director of the Company."

On being put to vote on show of hands the resolution was adopted unanimously.

Item 4. Appointment of Director

Mr. Beruz F Pouredehi proposed and Mrs. Supriya Komarpant seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT Mr. Giuseppe Cambareri, Director who retires by rotation and is eligible for reappointment be and is hereby reappointed as Director of the Company."

On being put to vote on show of hands the resolution was adopted unanimously.

Item 5. Appointment of Auditors

Mr. Uday Naik proposed and Mrs. Prabha Chari seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT M/s. BSR & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed upon between the said M/s. BSR and Co., and the Board of Directors of the Company with a provision for interim billing, if required."

On being put to vote on show of hands the resolution was adopted unanimously.

SPECIAL BUSINESS

Item 6. Special Resolution

Mrs. Homa Pouredehi proposed and Mr. Ramalho Fernandes seconded that the following resolution be adopted as Special Resolution:

"RESOLVED THAT pursuant to Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactment thereof and all other statutory provisions, if any, the consent of the shareholders be and is hereby accorded the appointment to of Mr. Vinay Chopra, as Manager for a period of 3 (three) years with effect from July 16, 2013 on the terms and conditions and remuneration as set out in the Explanatory Statement attached to the Notice convening this Annual General Meeting, with a liberty to the Board of Directors

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(deemed to include the Remuneration Committee of the Board) to revise, amend, alter or otherwise vary the terms and conditions of this appointment including remuneration so as to comply with the provisions specified in Section I of Part II in case of Profits and Section II 1 (B) of Part II in case of inadequacy of Profits, of Schedule XIII to the Companies Act, 1956, or any amendments thereto as may be required from time to time, and agreed by the Board of Directors and Mr. Vinay Chopra.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

On being put to vote on show of hands the resolution was adopted unanimously.

There being no other business to be transacted, the Chairman ended the Meeting with a vote of thanks to the Members.



CHAIRMAN

16.05.2013