

DE NORA INDIA LIMITED

**MINUTES OF THE EXTRA ORDINARY GENERAL
MEETING OF THE MEMBERS OF THE COMPANY
HELD ON 02nd SEPTEMBER, 2013 AT 11.00 A.M.
AT THE REGISTERED OFFICE AT KUNDAIM
INDUSTRIAL ESTATE, KUNDAIM, GOA**

Present:

Directors

Mr. VINAY CHOPRA
Mr. M. A. SUNDARAM IN CHAIR
Mr. R.V.N.P.R. SARDESSAI
Mr. S.C.JAIN (Alternate Director to Mr.Luca Buonerba)

Company Secretary **Ms. JYOTI BANDODKAR**

**FIVE MEMBERS IN PERSON.
EIGHT 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. M. A. Sundaram 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. Deepak Nagvekar to represent them in the Meeting has been received.

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

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

Thereafter, the Chairman proceeded with the business as mentioned in the Notice of the Extra-Ordinary General Meeting:

SPECIAL BUSINESS

Item 1. Appointment of Director

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

"RESOLVED THAT Mr. Vinay Chopra, who was appointed as an Additional Director with effect from May 09, 2013 on the Board of Directors of the Company in terms of section 260 of the Companies Act, 1956 and Article 139 of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company and he shall be liable for retirement by rotation."

"RESOLVED FURTHER THAT Mr. Vinay Chopra, the Manager of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as a director of the Company."

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

Item 2. Appointment of Director

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

"RESOLVED THAT Mr. Ravi Menezes, who was appointed as an Additional Director with effect from May 09, 2013 on the Board of Directors of the Company in terms of section 260 of the Companies Act, 1956 and Article 139 of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company, and he shall be liable for retirement by rotation."

"RESOLVED FURTHER THAT Mr. Vinay Chopra, the Manager of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as a director of the Company."

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

Item 3. Appointment of Director

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

"RESOLVED THAT Mr. Krishan Khanna, who was appointed as an Additional Director with effect from May 09, 2013 on the Board of Directors of the Company in terms of section 260 of the Companies Act, 1956 and Article 139 of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company, and he shall be liable for retirement by rotation."

"RESOLVED FURTHER THAT Mr. Vinay Chopra, the Manager of the Company be and are hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as a director of the Company."

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

Item 4. Appointment of Director

Mr. Prajot Chodankar proposed and Mr. Darryl Figueiredo seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT Mr. R.V.N.P.R. Sardessai, who was appointed as an Additional Director with effect from May 09, 2013 on the Board of Directors of the Company in terms of section 260 of the Companies Act, 1956 and Article 139 of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company, and he shall be liable for retirement by rotation."

"RESOLVED FURTHER THAT Mr. Vinay Chopra, the Manager of the Company be and are hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as a director of the Company."

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

Item 5. Appointment of Mr. S. C. Jain as the Management Consultant

Mr. Jivottam Shet proposed and Mr. A. K. Chahar seconded that the following resolution be adopted as a **Special Resolution**:

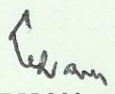
"RESOLVED THAT pursuant to provisions of sections 309 and other applicable provisions, if any, of the Companies Act, 1956, Mr. S. C. Jain, Alternate Director {Non-executive} of the Company who possesses the requisite qualification and expertise, be and is hereby appointed as Management Consultant of the Company for the period of 2 (two) years from September 2, 2013 to September 01, 2015 on a monthly remuneration of Rs. 42,000/- plus reimbursement of travelling and hotel expenses incurred by him however the aggregate value of consultancy fees and reimbursement of travel cost, lodging and boarding will not exceed Rs. 10,00,000/- (Rupees Ten Lacs Only) p.a. & as per other terms & conditions of the draft Consultancy Agreement approved by the Board of Directors at their meeting dated July 31, 2013.

"RESOLVED FURTHER THAT in so far as the Consultancy fees payable to Mr. S. C. Jain, the Director/Manager be and are hereby authorized severally to make an application to the Ministry of Corporate Affairs, New Delhi, to seek its opinion in terms of clause (b) of the proviso to sub section (1) of Section 309 of the Companies Act, 1956, that Mr. S. C. Jain, has the requisite qualification for the practice of the profession of Management Consultant."

None of the Directors other than Mr. S.C. Jain are interested in the 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
11.09.13

CHAIRMAN'S INITIALS