

**DE NORA INDIA LIMITED**

CIN: L31200GA1993PLC001335

Registered Office: Plot Nos. 184, 185 &amp; 189, Kundaim Industrial Estate, Kundaim, Goa – 403115

Tel. No.: 0832 6731100; Email: [info.dni@denora.com](mailto:info.dni@denora.com); Website: [india.denora.com](http://india.denora.com)**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and further amendments made thereunder]

Dear Member(s)

**NOTICE** is hereby given that pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014, (“the Rules”), read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for seeking consent from its members for the below mentioned resolution through Postal Ballot by only Remote e-voting process.

The Explanatory Statement pertaining to the resolution proposed in this Notice setting out all material facts and reasons thereof is annexed herewith.

**Special Business:****ITEM NO. 1: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DE NORA ITALY S.R.L., ITALY**

To consider and, if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof) and Company’s Policy on Related Party Transaction(s), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for the material related party transaction(s) to be entered into with De Nora Italy S.r.l., Italy, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale of goods /materials and services on such terms and conditions as the Board of Directors may deem fit upto a maximum aggregate value of Rs. 2200 Lakhs (Rupees Two Thousand and Two Hundred Lakhs) during the financial year 2021-22.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to do all such acts, deeds, matters, and things including delegation of such authority and take such steps as may be necessary, desirable or expedient and to give effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors  
For De Nora India Limited**

Sd/-

**Shrikant Pai  
Company Secretary**

Place: Kundaim, Goa

Date: April 08, 2021

**Notes:**

1. The Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013, along with the applicable rules thereunder setting out material facts is appended herein below.
2. In Compliance with MCA circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company/ Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, April 09, 2021 (“**Cut-off date**”).
3. All the persons who are members of the Company as on Cut-off date, but who may not have received this Notice due to non-registration of their e-mail id with the Company or the Depositories/ Depository Participants shall also be entitled to vote in relation to the resolution specified in this Notice. Such Members are requested to follow the instruction given under Sl. No. 14 and 15 for registration of their e-mail address and obtain login credentials for remote e-voting.
4. As per MCA circulars and on account of threats posed by continuing Covid-19 pandemic, physical copies of Notice, Postal Ballot forms and prepaid business reply envelope are not being sent to Members for this postal ballot.
5. In terms of MCA Circulars, the communication of assent or dissent of the Members through remote e-voting shall be considered as valid and the resolution mentioned in the Notice shall be passed by remote e-voting only.
6. The Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited (CDSL). The instructions and process for e-voting are mentioned in this Notice.
7. A copy of Postal Ballot Notice will also be available on the Company’s website [india.denora.com](http://india.denora.com) and website of the stock exchange where the shares of the Company are listed i.e. <http://www.nseindia.com> and on the website of the agency engaged by the Company for providing the facility of Remote e-voting to the members of the Company at <http://www.evotingindia.com>.
8. The voting period commences on and from Monday, April 19, 2021 (9:00 A.M IST) and ends on Tuesday, May 18, 2021 (5:00 P.M IST). The e-voting module shall be disabled by CDSL for voting thereafter.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on Friday, April 09, 2021 i.e. the Cut-off date. Any person who is not a Members as on Cut-off date should treat this Notice for information purpose only.
10. All relevant documents referred in the Notice shall be available for inspection by the Members, electronically and at the Registered Office of the Company, on all working days between 3.00 PM to 5.00 PM from the date of circulation of Notice up to the date of closure of e-voting period.
11. The Board of Directors of the Company have appointed Mr. Umesh P Maskeri, Practicing Company Secretary (ICSI Membership No. FCS 4831) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer’s decision on validity of e-voting shall be final and binding.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any other person authorized by him on or before Thursday, May 20, 2021 by 5.00 PM IST. The results will also be declared on the website of the Company and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the Stock Exchanges, viz., National Stock Exchange of India Limited and BSE Limited.

13. The last date of e-voting i.e. Tuesday, May 18, 2021 shall be the date on which the Ordinary resolution would be deemed to have been passed, if approved by requisite majority.

**14. Process for Registration of e-mail IDs by Members whose e-mail id is not registered:**

- a. In case shares are held in physical mode, please provide a signed request letter mentioning folio number, name of Member, scanned copy of the share certificate (front and back) self-attested scanned copy of PAN card and Aadhar card/ utility bill (not older than three months) by e-mail to [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com).
- b. Members holding shares in demat form need to contact their Depository Participant for updating their e-mail ID.

Members are requested and encouraged to register/update their e-mail addresses with their Depository Participants (in case shares are held in dematerialized form) or with M/s. Bigshare Services Private Limited, Our Registrar and Share Transfer Agents (RTA) (In case of shares held in Physical form).

**15. Process for Obtaining login credentials by Members whose e-mail id is not registered:**

- a. For Physical Members - please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [info.dni@denora.com](mailto:info.dni@denora.com) /RTA at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com).
- b. For Demat Members - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at [info.dni@denora.com](mailto:info.dni@denora.com) /RTA at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com).

**16. Instructions and process for E-voting are as under**

- (i) The voting period begins on Monday, April 19, 2021 and ends on Tuesday, May 18, 2021. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, April 9, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xi) Click on the EVSN: DE NORA INDIA LIMITED.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Members and Custodians**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/8738.

**The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013.**

**ITEM NO. 1: Approval of material related party transactions with De Nora Italy S.r.l., Italy**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the Board and prior approval of the members by resolution is required to be obtained, in case certain transactions with related Parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of related party transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, pursuant to Regulation 23(4) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the Members through Ordinary Resolution is required for all ‘material’ related party transactions (RPT), even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered ‘material’, if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

De Nora Italy S.r.l., Italy, having its Registered Office at Via Bistolfi, 35 - 20134 Milan Italy, is a Subsidiary Company of Industrie De Nora S.p.A. Italy, which is the Ultimate Holding Company of the Company and thus is a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations. The transaction(s) entered with De Nora Italy S.r.l., Italy, come within the meaning of Related Party Transactions in terms of the provisions of the Act and the Listing Regulations.

In the ordinary course of business the Company enters into transactions with De Nora Italy S.r.l., Italy for sale of goods/materials and services on arm's length basis and the aggregate value of transactions to be entered into is expected to be around ₹ 2200 Lakhs for the financial year 2021-22, which as per the criteria mentioned in the Act, and the Listing Regulations may be considered as 'Material' and therefore requires approval of the Members of the Company.

The particulars of the transaction pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 for Item No. 1 are as under:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	De Nora Italy S.r.l., Italy ('DNIT')
2	Name of the Director and Key Managerial Personnel who is related, if any	Mr. Robert Scannell and Mr. Francesco L'Abbate, being employees of the subsidiary of Industrie De Nora S.p.A., a related party, are interested in the resolution.
3.	Nature of relationship	DNIT is Subsidiary Company of the Ultimate Holding Company of the Company and hence a related party under sub-clause (B) of para (viii) of sub-section 76 of Section 2 of Companies Act, 2013.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale/Service of Coated metal anodes and cathodes upto a maximum aggregating value of Rs. 2200 Lakhs for the financial year 2021-22.
5.	Any other information relevant or important for the Members to take a decision on the proposed resolution	Transactions are in the ordinary course of business and at arms lengths basis.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on April 08, 2021, have reviewed the transactions as set out in Item No. 1 and proposed the same to be placed before the Members for their approval.

As per SEBI Listing Regulations, all related parties of the Company, including Promoters, entities forming part of Promoter Group, Directors and Key Managerial Personnel of the Company including their relatives shall not vote to approve the resolution under Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of the Notice except to the extent of their shareholding or employment in the Company.

The Board is of the opinion that the aforesaid related party transactions are in the best interest of the Company. The Board recommends the Resolution as set out in the Notice for approval of the Members as an Ordinary Resolution.

**By Order of the Board of Directors  
For De Nora India Limited**

**Sd/-  
Shrikant Pai  
Company Secretary**

Place: Kundaim, Goa  
Date: April 08, 2021