

DE NORA INDIA LIMITED

CIN: L31200GA1993PLC001335

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

Tel. No.: 0832 3981100; Email: denoraindia@denora.com; Website: www.denoraindia.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 other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014, as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, for seeking consent from its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means. The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

Special Business:

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 material related party transaction(s) hitherto entered /and to be entered 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 Purchase / Sale of goods or materials on such terms and conditions as the Board of Directors may deem fit upto a maximum aggregate value of ₹ 1200 Lakhs (Rupees Twelve Hundred Lakhs) during the financial year 2019-20.

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.”

2. TO APPROVE INCREASE IN THE LIMITS FOR MATERIAL RELATED PARTY TRANSACTIONS WITH INDUSTRIE DE NORA S.P.A., ITALY

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

“**RESOLVED THAT** in partial modification of the ordinary resolution passed by the members in the Thirtieth Annual General Meeting of the Company on 26th September 2019 and pursuant to the provisions of the 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 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 material related party transaction(s) hitherto entered /and to be entered with Industrie De Nora S.p.A., Italy, a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, for Purchase of services on such terms and conditions as the Board of Directors may deem fit upto a maximum aggregate value of ₹ 550 Lakhs (Rupees Five Hundred and Fifty Lakhs) during the financial year 2019-20.

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**

Place: Kundaim, Goa
Date: February 12, 2020

**Sd/-
Shrikant Pai
Company Secretary**

Notes:

1. The Explanatory Statement for the proposed Ordinary Resolutions 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. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / Record of Depositories as on 14th February, 2020. The Postal Ballot Notice is being sent by email to the Members whose email address is registered with the Company/ Depository Participant(s) for communication. For those Members who have not registered their email address, physical copy of the Postal Ballot Notice along with a postage prepaid self-addressed Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on Company's Website www.denoraindia.com.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on cutoff date 14th February, 2020 will be considered for the purpose of voting.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he / she may send an e-mail to denoraindia@denora.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
5. 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 is mentioned in this Notice.
6. The voting period commences on and from Monday, 24th February, 2020 (9:00 A.M IST) and ends on Tuesday, 24th March, 2020 (5:00 P.M IST). The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. The Board of Directors of the Company have appointed Mr. Umesh P Maskeri, Practicing Company Secretary (COP No. 12704) as the Scrutinizer for conducting the postal ballot / e-voting process (electronically or otherwise) in a fair and transparent manner.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P. M.) on 24th March, 2020.
9. All relevant documents shall be open for inspection at the Registered Office of the Company on all working days between 3.00 PM to 5.00 PM up to the date of declaration of the result of Postal Ballot.
10. The last date of e-voting / receipt of postal ballot forms for physical voting i.e. Tuesday, the 24th March, 2020 shall be the date on which the Ordinary resolutions would be deemed to have been passed, if approved by requisite majority. The results of the voting by postal ballot including e-voting will be announced by the Chairman of the Company or in his absence, any persons authorized by him, on or before March 26, 2020 at 5.00 PM. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.denoraindia.com and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. NSE Limited.

11. Instructions and process for E-voting are as under

- (i) The voting period begins on Monday, 24th February, 2020 at 9.00 AM and ends on Tuesday, 24th March 2020 at 5.00 PM. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th February 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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).

- (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 resolutions 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 resolutions contained in this Notice.
- (xi) Click on the EVSN '**De Nora India Limited**' to vote.
- (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 changed 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) Shareholders 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No. 1 & 2:

1. As a part of its regular and ordinary course of business, the Company enters into transactions for purchase/sale of goods/materials with De Nora Italy S.r.l., Italy, (Company Registration No.:09547480963) having its Registered Office at Via Bistolfi, 35 -20134 Milan Italy and the aggregate value of transactions entered/and to be entered is likely to be around ₹ 1200 Lakhs in the Financial Year 2019-20.

De Nora Italy S.r.l., Italy, is the Fellow Subsidiary of the Company (Subsidiary of Ultimate Holding Company, Industrie De Nora S.p.A., Italy) and is related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Accordingly, transaction(s) entered with De Nora Italy S.r.l., Italy comes within the meaning of Related Party Transactions in terms of the provisions of the Act and applicable Rules framed thereunder read with the Listing Regulations.

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder, consent of the Board and prior approval of the members by resolution is required to be obtained, in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of Listing Regulations, approval of the shareholders 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.

During the previous Financial Year 2018-19, the total turnover of the Company was ₹ 3278.34 Lakhs and the aggregate value of transactions entered into /and to be entered into by the Company with De Nora Italy S.r.l., Italy, is likely to be around ₹ 1200 Lakhs during the Financial Year 2019-20, which as per the criteria mentioned in the Act, and the Listing Regulations will 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/fellow subsidiary of Industrie De Nora S.p.A., a related party, are interested in the resolution.
3.	Nature of relationship	Fellow Subsidiary 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 / Purchase of Coated metal, anode, cathode and repair services for an amount aggregating to ₹ 1200 Lakhs for the financial year 2019-20.
5.	Any other information relevant or important for the Members to take a decision on the proposed resolution	Sale / Purchase are in the ordinary course of business and at arm's lengths basis.

2. As the members are aware, in the 30th Annual General Meeting of the Company held on 26th September 2019, approval of the members was obtained to enter into material RPT with Industrie De Nora S.p.A., Italy, the Ultimate Holding Company and related party in terms of provisions of the Act and Rules framed thereunder read with the Listing Regulations for purchase of services upto a maximum aggregate value of ₹ 350 Lakhs for the financial year 2019-20.

Presently, the limit of ₹ 350 Lakhs was found to be inadequate and it was felt necessary to increase the limit to ₹ 550 Lakhs ("De Nora's on-going transaction") by making partial modification to the resolution passed by the members in the Thirtieth Annual General Meeting of the Company on 26th September 2019.

As a part of its regular business, the Company avails services in the nature of Marketing & Business Development, Information and Communication Technology, Human Resources, Administration, Finance, Control and Legal services, Central Procurement and Production Technologies Services etc. from Industrie De Nora S.p.A., Italy (Company Registration No.: 03998870962) having its Registered Office at Via Bistolfi, Leonardo 35, Milano, 20134 ("the Licensor") in terms of the existing Inter Company Service Agreement entered with it by the Company.

The particulars of transactions pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 for Item No. 2 are as under:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Industrie De Nora S.p.A., Italy ('IDN')
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/fellow subsidiary of Industrie De Nora S.p.A., a related party, are interested in this resolution.
3.	Nature of relationship	Ultimate Holding Company and hence a related party under sub-clause (A) 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	Intercompany Service Agreement between the Company and IDN dated 10 th January 2014 including its amendments agreement dated 1 st April, 2019, covering inter alia provision of services on a day to day basis in the field of Marketing and Business Development, Human Resources, Organization and Internal communication, Information and Communication Technology (ICT), Administration, Finance, Control and Legal Services, Central Procurement and Production Technologies Services by the Service Provider to the Company. Monetary value of proposed aggregate transactions during financial year 2019-20 is expected to be around ₹ 550 Lakhs.
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 arm's lengths basis.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on February 12, 2020 have reviewed the transactions as set out in Item No. 1 & 2, and it is pertinent to note that the related party transactions entered into or proposed to be entered into by the Company are/will be in the ordinary course of the business and at arm's length basis.

As per SEBI Listing Regulations all entities/persons that are related parties of the Company shall not vote to approve the resolutions wherein approval of material related party transaction is sought from the shareholders. Accordingly, 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 resolutions under Item Nos. 1 & 2 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 Resolutions set out in Item Nos. 1 and 2 of the notice except to the extent of their shareholding or employment in the Company.

The Board recommends the Resolutions under Item Nos. 1 & 2 of the notice for approval of the Members as an Ordinary Resolution.

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

Place: Kundaim, Goa
Date: February 12, 2020

**Sd/-
Shrikant Pai
Company Secretary**



DE NORA INDIA LIMITED

CIN: L31200GA1993PLC001335

Regd. Office: Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa - 403 115

Email: denoraindia@denora.com; Website: www.denoraindia.com; Ph.: 0832 - 3981100;

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sl. No.

1. Name and Registered address of the Sole-First named Member :
2. Name(s) of the Joint Member(s) :
3. Registered Folio No./ DP ID */Client ID * :
(*applicable to investors holding shares in demat form)
4. No. of Share(s) held :
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 12th February, 2020 of the Company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Description of the Resolutions	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
ORDINARY RESOLUTIONS			
1. To approve material Related Party Transaction with De Nora Italy S.r.l., Italy upto a maximum aggregate value of ₹ 1200 Lakhs			
2. To approve increase in limits for material Related Party Transaction with Industrie De Nora S.p.A., Italy upto a maximum aggregate value of ₹ 550 Lakhs			

Signature of the member

Date:

Place:

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.evotingindia.com. The electronic voting particulars are set out as follows:

EVSN (E-Voting Sequence Number)	USER ID	PAN/Seq No.	Password
			Please refer to the postal Ballot Notice for instructions

*Kindly use this sequence number for e-voting in PAN Field

- Notes :
1. Please read the instructions given in the notes to the postal ballot notice dated February 12, 2020 carefully before exercising your vote.
 2. Last date for receipt of Postal Ballot Form by the Scrutinizer is 24th March 2020

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot shall complete this postal ballot form and send it duly and properly sealed to the scrutinizer in the self-addressed business reply envelope attached herewith. Postage will be borne and paid by the Company. However, envelopes containing postal ballot form, if sent by courier or by registered post/speed post at the address mentioned on the self-addressed business reply envelope at the expense of the member will also be accepted. Voting through photocopy of the postal ballot form will not be considered valid.
2. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members on the cut-off date i.e. 14th February, 2020.
3. This postal ballot form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. Duly completed postal ballot form should reach the scrutinizer not later than 5.00 PM (IST) on Tuesday, 24th March, 2020. All postal ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
5. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer. Members are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
7. In case of receipt of more than one postal ballot form from a member, the last received form would be considered and the earlier received form(s) would be considered invalid.
8. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The scrutinizer's decision on the validity of a postal ballot will be final and binding.
9. Additionally, please note that the postal ballot forms shall be considered invalid if:
 - a. A form other than one issued by the Company has been used;
 - b. Member signature does not tally;
 - c. It is not possible to determine without any doubt the assent or dissent of the member;
 - d. Neither assent or dissent is mentioned;
 - e. Member has made any amendments to the Resolution or imposed any conditions while exercising his vote;
 - f. Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - g. It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
10. Voting rights shall be reckoned on the number of shares registered in the name of the member(s) as on cut-off date i.e. 14th February, 2020
11. Voting by postal ballot or through e-voting may be exercised by the members or its duly constituted attorney. Exercise of vote by postal ballot through proxy is not permitted.
12. The results of the voting by postal ballot including e-voting will be announced by the Chairman of the Company or in his absence, any persons authorized by him, by March 26, 2020 at 5.00 PM.

Voting in Electronic form

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.