DE NORA

Ref.No : DNIL/L&S/N-3/209.

June 15, 2010.

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai- 400051

Attn : The Manager, Listing Dept.

Dear Sirs,

Sub : Proceedings of 21st Annual General Meeting of the Company held on 20.5.2010.
Stock Code : DENORA EQ.

As per Clause 31(d) of the Listing Agreement, we are submitting herewith a copy of the proceedings of 21st Annual General Meeting of our Company held on 20.5.2010. This is for your information and record please.

Please acknowledge.

Thanking you.

Yours faithfully,
for **DE NORA INDIA LIMITED**

MRodrigues

Milita Rodrigues
Company Secretary

Encl : As above.

De Nora India Limited
REGD OFFICE & WORKS : Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim - 403 115, Goa, India.
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DE NORA INDIA LIMITED

MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 20TH MAY, 2010 AT 11.00 A.M. AT THE REGISTERED OFFICE AT KUNDAIM INDUSTRIAL ESTATE, KUNDAIM, GOA

Present:

Directors

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

Company Secretary **Ms. MILITA RODRIGUES**

FIVE MEMBERS IN PERSON.
ONE PERSON 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.Krishan Khanna 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 the 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.

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

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The Chairman informed the members that during the year under review the Company achieved total income of Rs.151.25 Million and Net Profit after tax of Rs.1.38 Million. He further briefly stated the product-wise performance of the Company and the future outlook and prospects of the Company.

Thereafter the Chairman asked the Company Secretary Ms. Milita Rodrigues to proceed with the business as mentioned in the Notice of the 21st Annual General Meeting:

ORDINARY BUSINESS

Item 1. Approval of Accounts

The shareholders considered the Balance Sheet as at 31.12.2009 and Profit and Loss Account for the year ended 31.12.2009 and the Auditors' Report thereon and the Directors' Report alongwith Annexures annexed thereto.

Mr. Mario Estrocio proposed and Mr. S. C. Jain seconded that the following resolution be adopted as an Ordinary Resolution:

"**RESOLVED THAT** Balance Sheet as at 31st December, 2009 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. Appointment of Director

Mr. S. C. Jain proposed and Ms. Bernadette Fernandes seconded that the following resolution be adopted as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Premal N. Kapadia, 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 3. Appointment of Director

Ms. Dolorosa Paul proposed and Ms. Prabha Chari seconded that the following resolution be adopted as an Ordinary Resolution:

"**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.

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Item 4. Appointment of Auditors

Mr. S. C. Jain proposed and Mr. Deepak Nagvekar seconded that the following resolution be adopted as an Ordinary Resolution:

"**RESOLVED THAT** M/s. B S R and Associates, Chartered Accountants, the retiring auditors, be and are hereby reappointed 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. B S R and Associates 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 5. Ordinary Resolution

Ms. Sangeeta Khandeparkar proposed and Ms. Bernadette Fernandes seconded that the following resolution be adopted as Ordinary Resolution:

"**RESOLVED THAT** subsequent to the expression of opinion by the Central Government under Section 309 (1) of the Companies Act, 1956 that Mr. R.V.N.P.R. Sardessai possesses the requisite qualification for the practice of his profession, approval of the Shareholders be and is hereby accorded for payment of Consultancy Fee to Mr. R.V.N.P.R. Sardessai, Director for the following services rendered by him as a Sales Tax Consultant:

1. Consultancy and Advising on Goa Sales Tax Act, Central Sales Tax Act, Entry Tax, Works Contract Tax and Service Tax. Interpretation and intimating any changes and amendments to above mentioned Acts.
2. Representing Company during assessments by the Department.
3. Preparation and filing of periodic returns for above mentioned indirect taxes.
4. Preparing written submissions for Assessments.
5. Preparing Appeal papers and representation of the facts appropriately in the hearings.

RESOLVED FURTHER THAT Mr. Sardessai will render the above services as and when required by the Company and he shall be paid on a case to case basis. The total payments for the same shall not exceed Rs.50,000/- per annum."

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

Item 6. Ordinary Resolution

Mr. S. C. Jain proposed and Mr. Deepak Nagvekar seconded that the following resolution be adopted as Special Resolution Resolution:

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HELD AT _____ ON _____ TIME _____

"RESOLVED THAT Mr. Luca Buonerba, who was appointed in casual vacancy in place of Mr. Fabio Esposito with effect from March 5, 2009 by the Board of Directors at their meeting held on March 5, 2009 by the Board of Directors at their meeting held on March 5, 2009 and who ceases to hold office at this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company liable to retire by rotation".

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

CHAIRMAN'S INITIALS

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