

DE NORA INDIA LIMITED



ANNUAL REPORT 2020-21



BOARD OF DIRECTORS	CONTENTS	Page No.
SATISH DHUME (DIN: 00336564) <i>Chairman, Independent Director</i>	Notice of AGM	2-12
VINAY CHOPRA (DIN: 06543610) <i>Managing Director</i>	Board's Report	13-19
ROBERT SCANNELL (DIN: 06818489) <i>Non Executive Director</i>	Annexures to the Board's Report	
SUPRIYA BANERJI (DIN: 05209284) <i>Independent Director</i>	• Annexure I – Management Discussion & Analysis Report	20-22
SARITA D'SOUZA (DIN: 06949439) (Upto 02.01.2021) <i>Independent Director</i>	• Annexure II – AOC 2	23
PURUSHOTTAM MANTRI (DIN: 06785989) (w.e.f. 05.02.2021) <i>Independent Director</i>	• Annexure III – Information regarding employees and related disclosures	24
FRANCESCO L'ABBATE (DIN: 08063332) <i>Non Executive Director</i>	• Annexure IV – Annual report on Corporate Social Responsibility (CSR) Activities	25-26
	• Annexure V – Secretarial Audit Report	27-28
	• Annexure VI – Corporate Governance (CG) Report & Certificate on compliance of CG	29-41
	Independent Auditor's Report	42-49
COMPANY SECRETARY SHRIKANT PAI	Balance Sheet	50
	Statement of Profit and Loss Account	51
REGISTRAR & TRANSFER AGENT M/s. Bigshare Services Private Limited Unit: De Nora India Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Makwana Road, Marol, Andheri East, Mumbai 400 059 Ph. No.: 022 62638200/62638204 Fax No.: 022 62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com	Statement of Changes in Equity	52
	Statement of Cash Flow	53-54
	Notes to the Financial Statements	55-93
BANKERS BANK OF BARODA HDFC BANK	REGISTERED OFFICE & WORKS PLOT NOS. 184,185 & 189 KUNDAIM INDUSTRIAL ESTATE KUNDAIM, GOA - 403 115 Tel.: 91-832-6731100 Email: info.dni@denora.com Website: india.denora.com	
STATUTORY AUDITORS M/s. MSKA & Associates ICAI Firm Registration No. 105047W Floor 2, Enterprise Centre, Nehru Road, Near Domestic Airport, Vile Parle (E), Mumbai – 400 099		



DE NORA INDIA LIMITED

CIN: L31200GA1993PLC001335

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

Tel. No.: 0832 6731100; Email: info.dni@denora.com; Website: india.denora.com

NOTICE

Notice is hereby given that the 32nd (Thirty Second) ANNUAL GENERAL MEETING ('AGM') of the Members of DE NORA INDIA LIMITED ('the Company') will be held on Thursday, 23rd September 2021 at 11.00 A.M. through Video Conference (VC)/ Other Audio-Visual Means (OAVM) to transact the following business.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115, which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the Financial Year 2020-21

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021, together with the report of the Board of Directors ('the Board') and the Auditor's thereon.

2. Declaration of dividend on equity shares

To declare dividend of ₹ 1 per equity share for the Financial Year ended March 31, 2021.

3. Re-appointment of Mr. Francesco L'Abbate (DIN: 08063332)

To appoint a Director in place of Mr. Francesco L'Abbate (DIN: 08063332) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. Purushottam S. Mantri (DIN: 06785989) as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Purushottam S. Mantri (DIN: 06785989) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act as an Additional Director of the Company in

the category of Non-Executive Independent Director with effect from February 05, 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") as amended from time to time and pursuant to recommendation of the Nomination and Remuneration Committee and the Board, Mr. Purushottam S. Mantri, a Director of the Company who meets the criteria for independence as stipulated in the aforesaid legislations and who has submitted a declaration to that effect, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from February 05, 2021 up to February 04, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things including filings as may be considered necessary, proper and expedient to give effect to this 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: May 10, 2021

Shrikant Pai
Company Secretary

NOTES:

- 1. AGM through VC/OAVM:** In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020 read with, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India



("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the MCA circulars and SEBI circulars the Thirty Second Annual General Meeting (the "AGM") of the Company is being held through VC/OAVM. The Members can attend and participate in the AGM through VC/OAVM.

2. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 4 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature. The recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Brief resume and other requisite details about the Directors proposed to be appointed/ reappointed, is annexed hereto in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 (SS-2) on General Meetings. The consent/declaration for the appointment/ re-appointment as required under the Companies Act, 2013 and the Rules framed thereunder is received from the concerned Director.
3. **E-voting facility:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.
4. **No proxy facility:** Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, instead of himself / herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM,

physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

5. **Dispatch of Annual Report through E-mail:** In compliance with the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's Report, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM will be sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice and Annual Report to any Member.
6. The Notice calling the AGM along with Annual report 2020-21 has been uploaded on the website of the Company at india.denora.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL i.e., www.evotingindia.com.
7. **Authorization u/s 113 of the Act by Corporate Shareholders:** Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of Certified True Copy of Board Resolution/Authorization etc, in pursuance of Section 113 of the Companies Act, 2013 authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to sadashivshet@gmail.com with a copy marked to the Company at info.dni@denora.com.
8. **Book closure:** The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, September 17, 2021 to Thursday, September 23, 2021 (both days inclusive).

The Company has fixed Thursday, September 16, 2021 as the cut-off date for remote e-voting. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the cut-off date i.e., Thursday, September 16, 2021 only. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



9. **Dividend:** Dividend for the financial year 2020-21, as recommended by the Board, if approved, at the AGM will be paid, subject to deduction of tax at source, as applicable, on and from October 11, 2021, to those Members whose names appear in the Register of Members as at the end of business hours on Thursday, September 16, 2021 and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.

Pursuant to Regulation 12 of Listing Regulations read with Schedule I to the said regulations, it is mandatory for the Company to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available, or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque / demand draft to such Members. However, such members may please note that the Company will be able to dispatch the dividend warrants / bankers' cheque/ demand drafts only upon normalization of the postal services and other activities.

Further in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investor on such payment instruments.

The members are requested to update their bank account details with the Depository Participant (in case the shares are held in demat form) or with the RTA of the Company, Bigshare Services Private Limited (in case shares are held in physical form). This will facilitate the remittance of the dividend amount, declared by the Company, in the Bank Account electronically.

10. **TDS on Dividend:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. In compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Members are hereby requested to refer to the Income Tax Act, 1961, in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the Income Tax Act, 1961, with their Depository Participants or in case shares are held in physical mode, with the Company / RTA.

A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to RTA of the Company at tds@bigshareonline.com or to the Company at info.dni@denora.com on or before Monday, September 20, 2021.

Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of Resident individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2020-21 does not exceed ₹ 5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to the Company at info.dni@denora.com or the RTA of the Company at investor@bigshareonline.com on or before Monday, September 20, 2021.

Kindly note that the Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company. Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder. No claim shall lie against the Company for such taxes deducted.

11. All relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available for inspection through electronic mode up to the date of AGM, on the basis of request being sent to dni.secretarial@denora.com. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection in electronic mode. Members can send an e-mail to dni.secretarial@denora.com requesting for inspection of register.
12. **Transfer of Unclaimed/Unpaid Dividend to IEPF:** In terms of Section 124 of the Act and Rules made thereunder, dividends that are unclaimed/ unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, unpaid / unclaimed dividend for the financial year ended on December 31, 2012 has been transferred to the IEPF, during the financial year, 2020-21.



The due dates of transferring unclaimed / unpaid dividends declared by the Company for the financial year ended December 31, 2013 and thereafter to IEPF are as under:

Dividend for FY	Date of declaration of Dividend	Due date by which unclaimed dividend can be claimed
December 31, 2013	May 14, 2014	June 17, 2021
December 31, 2014	June 29, 2015	July 28, 2022
March 31, 2016*	September 21, 2016	October 23, 2023
March 31, 2017	September 27, 2017	November 01, 2024
March 31, 2018	September 26, 2018	October 30, 2025

**The financial year ended March 31, 2016 comprised of fifteen months from January 1, 2015 to March 31, 2016.*

Any Member, who has not claimed dividend in respect of the aforesaid financial years, is requested to approach the Company/Registrar and Transfer Agent for claiming the same, at least 30 days before they are due for transfer to the said fund. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

The Company has been sending reminders to all such Members at their registered addresses for claiming the unpaid/unclaimed dividend, which will be transferred to IEPF. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company, i.e., india.denora.com.

13. **Transfer of shares to IEPF:** Pursuant to the provisions of Section 124, 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

In accordance with the aforesaid IEPF Rules, during the financial year 2020-21 the Company has transferred 2608 equity shares, in aggregate in respect of 29 Members to the IEPF Account, on which the dividends remained unpaid or unclaimed for seven consecutive years, after following the prescribed procedure. The voting rights on shares transferred to IEPF remains frozen until the rightful owner claims the shares.

Further, all the Members who have not claimed/ encashed their dividends in the last seven consecutive years from 2013 are requested to claim the same at the earliest. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such Members and shares due for transfer are uploaded on the "Investors Section" of the website of the Company, i.e., india.denora.com.

The Members whose unclaimed dividend / shares have been transferred to the IEPF Authority, can claim the same from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. In case, the Members have any queries on the subject matter and the IEPF Rules, they may contact the Company's Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.

14. **Nomination Facility:** Pursuant to Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in the prescribed Form SH-13 duly filled, to the Company's Registrar & Transfer Agent (RTA) i.e., M/s. Bigshare Services Private Limited. Members holding shares in demat form may contact their Depository Participants ('DP') for availing this facility.
15. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, Bank account details, nominations, power of attorney, etc., to their DPs in case the shares are held in electronic form and to RTA of the Company, Bigshare Services Private Limited in case the shares are held in physical form. Members must quote their Folio No./Client ID and DP ID and contact details such as e-mail address, contact no., etc. in all their correspondence with the Company / Registrar & Share Transfer Agent.
16. In case individual shareholder, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the AGM and holding shares in demat mode as on the cut-off date, may follow the steps mentioned under Sl. No. 21 and 22 below for obtaining login credentials. Any shareholder holding shares in physical form or non-individual shareholder who acquire shares of the Company after



dispatch of the Notice and becomes the member as on cut-off date, may obtain the login credentials by sending a request at helpdesk.evoting@cdslindia.com or investors@bigshareonline.com.

17. Mr. Sadashiv V. Shet, Practicing Company Secretary (ICSI Membership No. 2477), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
18. The Scrutinizer shall after the conclusion of e-voting at the AGM, unblock the votes cast through e-voting (e-voting during the AGM and remote e-voting) in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes if any, and whether the resolution has been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The resolutions shall be deemed to be passed at the AGM of the Company subject to obtaining requisite votes thereto.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website india.denora.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and shall also be communicated to National Stock Exchange of India Limited, Mumbai & BSE Limited, Mumbai.
20. **Transfer of shares permitted in demat form only:**
In terms of Regulation 40 of Listing Regulations with effect from April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. In view of this and to eliminate risks associated with physical shares, all the Members holding shares in Physical Form are requested to demat their shares at the earliest.
21. **INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**
 - (i) The remote e-voting period commences on Monday, September 20, 2021 (9:00 a.m.) and ends on Wednesday, September 22, 2021 (5:00 p.m.). The E-voting shall not be allowed beyond

the said time. 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., Thursday, September 16, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently or cast the vote again.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. It has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 for e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the E-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
--	---



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	<p>Enter your 10-digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is mentioned in the e-mail communication in the PAN field sent by Company or contact Company / RTA.
Dividend Bank Details OR 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"> If both the details are not recorded with the depository or Company, please enter the user id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the "DE NORA INDIA LIMITED".
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians – Remote e-voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz sadashivshet@gmail.com and to the Company at the email address viz info.dni@denora.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- (i) **For Physical shareholders:** Please provide necessary details like Folio No., Name of shareholder, 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 /RTA at investor@bigshareonline.com.
- (ii) **For Demat shareholders:** Members holding shares in dematerialized mode are requested to register / update their e-mail addresses & Mobile no. with the relevant Depository Participant(s).
- (iii) **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting. Shareholder will also be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials.