



Ref. No.: DNIL/L&S/2020/N-3H/82

August 28, 2020

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

Attn.: The Manager, Listing

Dear Sir,

Sub: Notice of the 31st Annual General meeting of De Nora India Limited

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') we would like to inform you that the 31st Annual General Meeting of the Company will be held on Wednesday, 23rd September, 2020 at 11.00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) and the venue of the meeting shall be deemed to be at the Registered Office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115.

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith copy of the Notice convening the 31st Annual General Meeting of the Company.

Kindly take the same on record and acknowledge.

Thanking you.

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

Shrikant Pai
Company Secretary

Encl.: As above

electrochemistry at your serviceSM

DE NORA INDIA Limited

CIN-L31200GA1993PLC001335

Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim - 403115 Goa India

ph +91(0832) 3981100

mail: info.dni@denora.com web: india.denora.com



DE NORA INDIA LIMITED

CIN: L31200GA1993PLC001335

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

Tel. No.: 0832 3981100; Email: info.dni@denora.com; Website: india.denora.com

NOTICE

Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of the Members of DE NORA INDIA LIMITED ('the Company') will be held on Wednesday, 23rd September 2020 at 11.00 A.M. through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be at the Registered Office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements for the financial year 2019-20**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2020 together with the reports of the Board of Directors ('the Board') and the Auditor's thereon.

2. **Re-appointment of Mr. Robert Scannell (DIN: 06818489)**

To appoint a Director in place of Mr. Robert Scannell (DIN: 06818489), 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

3. **Appointment of Mr. Francesco L'Abbate (DIN: 08063332) as Non-Executive Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Francesco L'Abbate (DIN: 08063332), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive, Non Independent Director, liable to retire by rotation.

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

4. **Approval for Material Related Party Transactions with De Nora Italy S.r.l., Italy**

To consider and if thought fit, to pass with or without modification(s), 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 rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), and the Company's Policy on Related Party Transaction(s), the approval of the Members of the Company be and is hereby accorded, for material related party transaction(s) hitherto entered/ 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 Sale / Purchase of goods, materials & Services upto a maximum aggregate value of ₹ 2,500 Lakhs (Rupees Two Thousand Five Hundred Lakhs) during the financial year 2020-21.

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

5. **Approval for Material Related Party Transactions with Industrie De Nora S.p.A., Italy**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions of Companies Act, 2013 ('the Act') read with rules made thereunder, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 for material related party transaction(s), hitherto entered/ 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 upto a maximum aggregate value of ₹ 525 Lakhs (Rupees Five Hundred and Twenty Five Lakhs Only) during the financial year 2020-21.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things including delegation of such authority and take such steps as may be considered necessary or expedient 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: July 29, 2020

Shrikant Pai
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) 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 provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular (amended from time to time), the AGM of the Company is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An 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 Nos. 3 to 5 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature. Brief profile and other required information 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 on General Meetings. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed thereunder.
3. 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. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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, 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.
6. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. 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/Authorisation 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. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual report 2019-20



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 (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive).
10. Members desiring any information about the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before 20th September 2020 through email on info.dni@denora.com. The same will be replied by the Company suitably, during the course of AGM or through separate e-mail.
11. All relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available for inspection through electronic mode upto the date of AGM, on the basis of request being sent to dni.secretarial@denora.com.
12. 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.
13. Unclaimed/Unpaid Dividend - Members may note that amount of dividends remaining unpaid or unclaimed for seven years from the date of transfer to the Company's Unpaid Dividend Account, are required to be transferred to the Investor Education and Protection Fund ('IEPF'), as per the provisions of Section 124 of the Companies Act, 2013 and Rules made thereunder. During the financial year, 2019-20, the unclaimed dividend of the Company for the financial year 2011 was transferred to IEPF. The unpaid dividends that are due to transfer to the IEPF as on 31st March 2020 are as follows:

Financial Year	Date of declaration	Due date for transfer to IEPF
2012*	08.05.2013	06.06.2020
2013	14.05.2014	17.06.2021
2014	29.06.2015	28.07.2022
2015-16	21.09.2016	23.10.2023
2016-17	27.09.2017	01.11.2024
2017-18	26.09.2018	30.10.2025

**The unclaimed dividend pertaining to financial year 2012 has been transferred to IEPF during the financial year 2020-21.*

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: india.denora.com.

Members may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by the concerned Members 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. Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with the relevant circulars and amendments thereto, 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. Accordingly, during the financial year 2019-20, the Company has transferred 2460 No. of underlying equity shares, in aggregate in respect of 22 Members to the IEPF Account, on which the dividends remained unpaid or unclaimed for seven consecutive years, after following the prescribed procedure.

Further, all the Members who have not claimed/ encashed their dividends in the last seven consecutive years 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 viz. india.denora.com.



15. 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 Form SH-13 duly filled, to the Company's Registrar & Transfer Agent (RTA) i.e. M/s. Bigshare Services Private Limited. In respect of shares held in electronic/demat form, Members may please contact their respective depository participant ('DP') for availing this facility.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details 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.
17. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 16, 2020 only, shall be entitled to avail the facility of remote e-voting or voting during the AGM. 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.
18. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. September 16, 2020, may obtain the Login ID and password by sending a request at helpdesk.evoting@cdslindia.com or jibu@bigshareonline.com. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.
19. 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.
20. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through 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.
21. 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 & Bombay Stock Exchange Limited, Mumbai.
22. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**
 - (i) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare by sending mail at investor@bigshareonline.com with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to investor@bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).
 - (ii) Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company



and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (“DP”) and furnish particulars of any changes desired by them.

23. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 read with SEBI (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 (‘RTA Regulations’) mandated that the transfer of securities would be carried out in dematerialized form only. In accordance with the said regulations, the Members of the Company are requested to note that, with effect from 1st April 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. Accordingly, any shareholder who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only after the shares are dematerialized.

We, therefore, request all the Members holding shares in Physical Form to demat their shares at the earliest.

24. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period commences on Sunday, September 20, 2020 (9:00 a.m.) and ends on Tuesday, September 22, 2020 (5:00 p.m.). Note: 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. Wednesday, September 16, 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) 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. Shareholders 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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders 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"> • 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)	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 user id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.



- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the “DE NORA INDIA LIMITED” which is 200804002.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**

- 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.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (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 jibu@bigshareonline.com.
- (ii) For Demat shareholders - 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 /RTA at jibu@bigshareonline.com.

28. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- (i) Shareholder will 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. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



(iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(v) As the AGM is being conducted through VC / OAVM for the smooth conduct of proceedings of the AGM Members are encouraged to express their views / send their queries atleast 2 (two) days prior to AGM date, mentioning their name, demat account number / folio number, email id, mobile number at info.dni@denora.com.

(vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info.dni@denora.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries 2 (two) days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info.dni@denora.com. These queries will be replied to by the Company suitably during the course of AGM or through separate e-mail. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

(vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

29 INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

(i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(ii) Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

(iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

Place: Kundaim, Goa
Date: July 29, 2020

Shrikant Pai
Company Secretary



EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned at Item No. 3, 4 & 5 of the accompanying Notice dated July 29, 2020:

Item No. 3

The Board has received notice under Section 160 of the Act, proposing candidature of Mr. Francesco L'Abbate (DIN: 08063332) for appointment as Non-executive Director of the Company. The Company has received consent of Mr. L'Abbate to act as Director in Form DIR-2 and other necessary declarations for his appointment.

The Nomination and Remuneration committee and Board in their meeting held on June 03, 2020 have recommended for appointment of Mr. Francesco L'Abbate as Non-executive Director of the Company liable to retire by rotation. The information relating to Mr. Francesco L'Abbate, as per Regulation 36(3) of the Listing Regulations, are appended as an Annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in any way concerned or interested, except for Mr. L'Abbate, in the resolution as set out in Item No. 3 of the Notice.

The Board recommends the Resolution for the approval of the Members

Item No. 4 & 5

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 the 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 2019-20, the total turnover of the Company was ₹ 4,827.67 Lakhs.

a) De Nora Italy S.r.l., Italy, (Company Registration No.: 09547480963) having its Registered Office at Via Bistolfi. 35 -20134 Milan Italy is a Fellow Subsidiary of the Company (100% Subsidiary of Ultimate Holding Company Industrie De Nora S.p.A. Italy) and is a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Accordingly, transaction(s) to be entered with De Nora Italy S.r.l., Italy, come within the meaning of Related Party Transactions (RPT) in terms of the provisions of the Act and applicable Rules framed thereunder read with the SEBI Listing Regulations.

In the ordinary course of business, the Company enters into transactions for purchase and sale of goods/materials/services with De Nora Italy S.r.l., Italy and the aggregate value of transactions to be entered along with the transactions already entered is likely to be around ₹ 2500 Lakhs (Rupees Two Thousand Five Hundred Lakhs) in the Financial Year 2020-21, 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. 4 of the Notice 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	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 ₹ 2500 Lakhs for the financial year 2020-21.
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 length basis.

The Audit Committee and the Board of Directors of the Company have reviewed the above proposed transactions by circular resolution dated 9th May 2020 and recommended the same for approval of the Members of the Company.

b) Industrie De Nora S.p.A., Italy, (Company Registration No.: 03998870962) having its Registered Office at Via Bistolfi. 35 -20134 Milan Italy is the Ultimate Holding Company of the Company and is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015. Accordingly, transaction(s)



entered with Industrie De Nora S.p.A., Italy, come 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.

The aggregate value of transactions entered into / to be entered into by the Company with Industrie De Nora S.p.A., Italy, is likely to be around ₹ 525 Lakhs (Rupees Five Hundred Twenty Five Lakhs) during the Financial Year 2020-21, 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. 5 of the Notice 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 of Industrie De Nora S.p.A., Italy, a related party, are interested in the 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 amendment agreement dated April 1, 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 2020-21 is expected to be around ₹ 525 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 length basis.
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The Audit Committee and the Board of Directors of the Company at their respective meetings held on June 3, 2020 have reviewed the De Nora's on-going transactions and recommended the same for approval of the Members of the Company.

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 Member. 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. 4 & 5 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. 4 and 5 of the notice except to the extent of their shareholding or employment in the Company.

The Board recommends the Resolutions under Item Nos. 4 & 5 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: July 29, 2020

Shrikant Pai
Company Secretary



Annexure

Details of Directors seeking appointment and re-appointment at the forthcoming AGM

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings]

Name	Robert Scannell	Francesco L'Abbate
DIN	06818489	08063332
Date of Birth	25.08.1959	31.10.1981
Qualification	Ph. D holder in Electrochemistry	Graduate in Economy and Business Administration from Luigi Bocconi University, Milan
Experience (including expertise in Specific Functional Area)/Brief Resume	He is the Regional Chief Officer of De Nora for EMEA and India, including the operational section of Industrie De Nora S.p.A Milano. He is also Managing Director of De Nora Deutschland, Germany. He has over 24 years Industrial Experience in the core businesses of the De Nora Group. He was previously the head of Global Technical Services within De Nora and held the position of Head of Research & Development within Heraeus Elektrochemie GmbH and a research position within Siemens in Erlangen Germany.	He has vast experience of over 19 years in Administration, Finance and Control departments. He is currently in charge as an Administration, Finance & Control Manager of De Nora Deutschland, Germany and is also responsible as a Business Controller for Industrie De Nora S.p.A, Italy, the group Companies of De Nora India Limited. He has been a member of the Internal Audit Team, Due Diligence Team and Project leader for the group rolling budgeting/forecasting and CAPEX management procedures among other assignments.
Relationship with other Directors inter-se	NIL	NIL
Other Directorship/ Committee Membership	NIL	NIL
Chairman/ Member in the Committees of the Boards of other Companies	NIL	NIL
Date of first appointment on the Board of the Company	February 12, 2014	January 29, 2018
Shareholding in the Company	NIL	NIL
Board meetings attended in FY 2019-20	3	1