



Ref. No.: DNIL/L&S/N-3/134

August 25, 2016

**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

Sub: Notice of the 27th Annual General meeting of De Nora India Limited

Dear Sir,

Stock Code: DENORA EQ.

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 27th Annual General Meeting of the Company will be held on Wednesday 21st September, 2016 at 11.00 a.m. at the Registered Office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim - 403 115, Goa.

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith copy of the Notice convening the 27th Annual General Meeting of the Company.

Further, we wish to intimate you that in compliance of Regulation 34 of the Listing Regulations the Annual Report for the Financial Year 2015-16 of the Company will be sent to the Stock Exchange within Twenty one working days of its being approved and adopted in the Annual General Meeting of the Company.

Kindly take the same on record and acknowledge.

Thanking you.

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

A handwritten signature in black ink, appearing to read 'Jyoti Bandodkar', written over a circular stamp or mark.

Jyoti Bandodkar
Company Secretary

Encl.: as above

electrochemistry at your serviceSM



NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of DE NORA INDIA LIMITED ('the Company') will be held on Wednesday, 21st September, 2016 at 11.00 a.m. at the Registered Office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements, etc. for the Fifteen months financial period 01.01.2015 - 31.03.2016

To receive, consider and adopt the Balance Sheet of the Company as on 31st March, 2016, the Statement of Profit and Loss of the Company and the Cash Flow Statement for the fifteen months financial period ended on that date and the Reports of the Board of Directors ('the Board') and Auditors thereon.

2. Declaration of Dividend on Equity Shares

To declare dividend on Equity Shares for the fifteen months period ended 31st March 2016

3. Re-appointment of Mr. Robert Scannell (DIN: 06818489) as Director liable to retire by rotation

To appoint a Director in place of Mr. Robert Scannell (DIN: 06818489), who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of appointment of Statutory Auditors

To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the 26th Annual General Meeting ('AGM') held on June 29, 2015, the Company hereby ratifies the appointment of M/s. B S R & Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116231W/W-100024) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Eight Annual General Meeting of the Company to be held in the calendar year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration plus service tax, out of pocket expenses, travelling expense etc. as determined by the Audit Committee and approved by the Board, in consultation with the auditors."

SPECIAL BUSINESS

5. Appointment of Mr. Vinay Chopra (DIN: 06543610) as the Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval to the appointment of Mr. Vinay Chopra (holding DIN - 06543610), as the Managing Director of the Company for a period of three (3) years w.e.f. 16th July, 2016 on terms and remuneration as detailed in the statement forming part of this notice.

"RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year closing after March 31, 2016 during the currency of the tenure of the Managing Director, the Company incurs loss or its profits are inadequate, the Company shall pay to the Managing Director by way of aforesaid remuneration not exceeding the limits specified under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as 'Minimum Remuneration.'

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above appointment and also the remuneration on a yearly basis based on performance, in such manner and within the overall limits as may be permitted in accordance with the provisions of the Act, subject to such approvals as may be required.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

By Order of the Board of Directors

For De Nora India Limited

Jyoti Bhandekar
Company Secretary

Place: Kundaim, Goa
Dated: May 25, 2016



NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND ON A POLL, TO VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is attached herewith.
- b) The route map to reach to the meeting venue showing the prominent landmark is given at the end of this Notice.
- c) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- d) As per Securities Exchange Board of India ('SEBI') directive vide its Order No. WTM/RKA/MIRSD2/41/2016 dated 22nd March 2016, the Company has changed its Registrar and Transfer Agent from M/s. Sharepro Services (India) Private Limited, Mumbai to M/s. Bigshare Services Private Limited, Mumbai with effect from 1st June, 2016. The details of the new Registrar and Transfer Agent of the Company are as follows:
M/s. Bigshare Services Private Limited
E-2 & 3, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072
Ph. No. 022 4043 0200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com
- e) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder is annexed hereto in respect of the Special Business to be transacted at the meeting as mentioned at item No. 5 of the Notice, is annexed herewith and forms part of this Notice.
- f) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 15, 2016 to Wednesday, September 21, 2016 (both days inclusive) for determining the names of members eligible for dividend, if approved, in the Annual General Meeting. In case of shares held in electronic form, dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories for this purpose.
- g) Members desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- h) Members/Proxies/Authorised Representatives should bring the enclosed attendance slips duly filled-in for attending the meeting.
- i) 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 the Directors are interested under Section 189 of the Act will be available for inspection by the members at the AGM.
- j) Pursuant to the provisions of Sec. 205A(5) of the Companies Act, 1956, dividend for the financial year ended December 31, 2008 which remain unclaimed till May 19, 2016 will be transferred by the Company to the "Investors Education & Protection Fund" (IEPF) established by the Central Government. The due date for transfer to IEPF is June 18, 2016.
Unclaimed and unpaid dividend for the Financial Years 2003, 2004, 2005, 2006 and 2007 have already been transferred to "Investors Education And Protection Fund" on June 27, 2011, April 20, 2012, May 17, 2013 July 01, 2014 and May 21, 2015 respectively and no claims shall lie against the Company or the said fund in respect of such dividend which remains unclaimed or unpaid for a period of 7 years from the date when they first became due.
- k) Pursuant to Section 72 of the Companies Act, 2013, 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 (enclosed) to our Registrar & Transfer Agent i.e. M/s. Bigshare Services Private Limited.**
- l) Members are requested to notify immediately any change in their address/contact details to the Registrar & Transfer Agents of the Company at the above address along with address proof, i.e. Electric/ Telephone Bill, Driving License or a copy of passport and Bank particulars. In case the shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA.
- m) As per SEBI's directive, w.e.f. June 26, 2000 all investors can offer delivery of Company's shares in dematerialized form only. 51,72,958 number of Company's shares (97.44%) have been dematerialized as on 31.03.2016.
Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.