



DE NORA

Ref. No.: DNIL/L&S/N-3/173

August 31, 2017

**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 28th 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 28th Annual General Meeting of the Company will be held on Wednesday 27th September, 2017 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 28th 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 2016-17 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**


Jyoti Bandodkar
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

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DE NORA INDIA LIMITED

CIN: L31200GA1993PLC001335

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

Tel. No.: 0832 3981100; Fax No.: 0832 3981101

Email: denoraindia@denora.com; Website: www.denoraindia.com

NOTICE

Notice is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Members of DE NORA INDIA LIMITED ('the Company') will be held on Wednesday, 27th September, 2017 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 financial year 01.04.2016 - 31.03.2017

To receive, consider and adopt the Balance Sheet of the Company as on 31st March, 2017, the Statement of Profit and Loss of the Company and the Cash Flow Statement for the financial year 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 financial year ended 31st March 2017

3. Re-appointment of Mr. Angelo Ferrari (DIN: 00436116) as Director liable to retire by rotation

To appoint a Director in place of Mr. Angelo Ferrari (DIN: 00436116), 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 in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions 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. 116231WW-100024) as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the Twenty Ninth AGM of the Company to be held in the calendar year 2018, to examine and audit the accounts of the Company for the financial year 2017-18 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. Approval for payment of minimum remuneration to Mr. Vinay Chopra, Managing Director (DIN: 06543610) in case the Company has absence of profits or inadequacy of profits

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules framed thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and in partial modification to the terms of appointment and remuneration of Mr. Vinay Chopra, Managing Director, approved in the 27th Annual General Meeting dated September 21, 2016 and subject to all other sanctions, approvals and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the payment of remuneration of salary, performance related incentives, perquisites and allowances up to a maximum of ₹ 50,00,000/- p.a. (Rupees Fifty Lakhs only) as Minimum Remuneration to Mr. Vinay Chopra, Managing Director (holding DIN - 06543610), with an authority to the Board of Directors to fix the salary and annual increments, in any financial year during the currency of his tenure commencing from April 1, 2017, in case the Company has absence of profits or inadequacy of profits.

"RESOLVED FURTHER THAT Mr. Vinay Chopra, Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT the Board of Directors and/or the Nomination & Remuneration Committee be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals, if any, in relation to the above and to settle all matters arising out of and incidental thereto and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.



"RESOLVED FURTHER THAT save as aforesaid, all other terms and conditions of appointment of Mr. Vinay Chopra, as approved by the Members at the 27th Annual General Meeting held on September 21, 2016, shall remain unchanged."

6. Reclassification of Promoters from 'Promoter & Promoter Group category' to 'Public category'

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

"RESOLVED THAT in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to the necessary approvals from the Securities and Exchange Board of India, Stock Exchanges and other appropriate authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter & Promoter Group category to Public category:

- i. Mrs. Bunty Khanna
- ii. Ms. Devika Khanna
- iii. Ms. Madhu Khanna

"RESOLVED THAT the Promoters who are seeking reclassification shall be subject to the following conditions:

- a. Such persons shall not, directly or indirectly, exercise control over the affairs of the Company.
- b. Such persons shall not have any special rights through formal or informal agreements.

"RESOLVED FURTHER THAT on approval of the SEBI/Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of the SEBI (LODR) Regulations, 2015 and compliance to the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, SEBI (Prohibition

of Insider Trading) Regulations, 2015 and other applicable provisions.

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person authorized by the Board, be and is hereby authorized to submit the application for reclassification to SEBI, Stock Exchange wherein the shares of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution."

7. Determination of fee for service of documents to Members of the Company

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 20 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode, an amount of ₹ 100/- (Rupees Hundred Only) per such document, over and above the reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document in the desired particular mode provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

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

Place: Kundaim, Goa
Date : August 08, 2017

Jyoti Bandodkar
Company Secretary

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 to be valid, 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 meeting 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.

