



NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of DE NORA INDIA LIMITED will be held on Monday, June 29, 2015 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 2014

To receive, consider and adopt the Balance Sheet as at 31st December, 2014, the Statement of Profit and Loss of the Company and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend on Equity Shares

To declare dividend on Equity Shares for the Financial Year ended 31st December 2014.

3. Re-appointment of Mr. Krishan Khanna (DIN: 00046548) as Director

To appoint a Director in place of Mr. Krishan Khanna (DIN: 00046548) who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 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, M/s. B S R & Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 116231W/W-100024) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company, i.e. for a period of 3 (Three) years, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax, out-of pocket expenses, etc., as determined by the Board of Directors of the Company."

SPECIAL BUSINESS

5. Appointment of Mr. Angelo Ferrari (DIN: 00436116) as a Director

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

"RESOLVED THAT Mr. Angelo Ferrari (DIN: 00436116) who was appointed by the Board of Directors as an Additional Director of the Company on February 19, 2015 and who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013

("the Act"), but who is eligible for appointment 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 Director of the Company, be and is hereby appointed as Director of the Company subject to retirement by rotation."

"RESOLVED FURTHER THAT Mr. Vinay Chopra, Director of the Company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors

Place : Kundaim – Goa
Dated: February 19, 2015

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 VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent 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 shareholder. 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. Proxies submitted on behalf of the companies, societies, partnership firms etc., must be supported by an appropriate resolution/authority, as applicable.
- b) The relative Explanatory Statement as required by Section 102 of the Companies Act, 2013 is annexed hereto in respect of the business under item No. 5.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from June 22, 2015 to June 29, 2015 (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.
- d) Shareholders 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.
- e) Members/Proxies should bring the attendance slips duly filled-in for attending the meeting.
- f) Pursuant to the provisions of Sec. 205A(5) of the Companies Act, 1956, dividend for the financial year ended December 31, 2007 which remain unclaimed till April 15, 2015 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 May 14, 2015.

Unclaimed and unpaid dividend for the Financial Years 1998, 2003, 2004, 2005 and 2006 have already been transferred to "Investors Education And Protection Fund" on October 10, 2005, June 27, 2011, April 20, 2012, May 17, 2013 and July 01, 2014 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.

- g) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. **Shareholders desirous of making nominations are requested to send their requests in Form SH-13 (enclosed) to our Registrar & Transfer Agent:**

Sharepro Services (India) Private Limited
13 AB, Samhita Warehousing Complex
2nd Floor, Near Sakinaka Telephone Exchange
Andheri - Kurla Road, Sakinaka, Andheri (East)
Mumbai – 400 072

- h) Members are requested to notify immediately any change in their addresses to the Registrar & Transfer Agents at the above address.
- i) As per SEBI's directive, w.e.f. June 26, 2000 all investors can offer delivery of Company's shares in dematerialized form only. 5168973 number of Company's shares (97.37%) have been dematerialized as on 31.12.2014.

Members are requested to take steps to dematerialize their shares held in physical form to have easy liquidity. **The Company's ISIN No. is INE244A01016.**

- j) The Company provides the facility of NECS to all Shareholders. Shareholders holding shares in the physical form who wish to avail this facility, may authorize the Company with their NECS mandate in the prescribed form, attached with this Annual Report. The duly filled in NECS mandate should be lodged with the Registrar & Transfer Agents, on or before June 20, 2015. Shareholders holding shares in electronic form should inform the same to their respective Depository Participants immediately.

- k) **Members are also requested to register and update their e-mail address with the Company in order to receive various documents through electronic mode.**

- l) Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on May 15, 2015. Members who have registered their e-mail id with the Company, notice is sent electronically by e-mail and to the remaining Members notice is sent by courier service. The notice of the meeting is also available on the Company's website, www.denoraindia.com.

- m) Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the

commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

- n) Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding, are annexed hereto.

o) Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

II. The Company would also provide the facility for voting through the ballot or polling paper at the Annual General Meeting to the members attending the AGM who have not already cast their vote by e-voting in order to enable them to exercise their right of voting at the meeting.

III. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

IV. The Instructions/procedure for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz.; DeNora_e-voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>;

Click on Shareholder - Login.

(iii) Put user ID and password as Initial Password/PIN noted in step (i) above. Click 'Login'.

(iv) Password change menu will appear. Change the Password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

(v) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.



- (vi) Select 'EVEN' of De Nora India Limited.
- (vii) Now you are ready for e-Voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on a Resolution, you will not be allowed to modify your vote.
- Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sadashivshet@gmail.com with a copy marked to evoting@nsdl.co.in;
- B. In case a Member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | EVEN | USER ID | PASSWORD / PIN |
|---|---------|----------------|
| (E Voting Event Number) | | |
| (ii) Please follow all steps from Sl. No. (ii) to (xi) above, to cast your vote electronically. | | |
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- VI. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password /PIN for casting your vote.
- VII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII The e-voting period commences on Friday, June 26, 2015 (9:00 a.m.) and ends on Sunday, June 28, 2015 (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. June 22, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.
- IX 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, i.e., June 22, 2015.
- X Mr. Sadashiv V. Shet, of M/s. Sadashiv. V. Shet, Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) working days of the conclusion of the meeting a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XII The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.denoraindia.com and on the website of NSDL immediately after the result is declared by the Chairman of the Company or a person authorized by him in writing and communicated to BSE Limited and National Stock Exchange of India Limited.
- XIII Those members whose name appears in the Register of Members/Record of Depositories after May 15, 2015 i.e. the date of dispatch of notice of the AGM of the Company up to the cutoff date, they may acquire the details of the e-voting including their User ID and Password from the Company's Registrar and Transfer Agents and from NSDL at the below contact details:
- Mr. V. Kumaresan**
Sharepro Services (India) Private Limited
13 AB, Samhita Warehousing Complex
2nd Floor, Near Sakinaka Telephone Exchange
Andheri - Kurla Road, Sakinaka, Andheri
(East), Mumbai – 400 072
Ph. No. 022 67720329
Email: kumaresan@shareproservices.com
- National Securities Depository Limited**
Trade World, 4th floor, Kamala Mills
Compound, Senapati Bapat Marg, Lower
Parel, Mumbai - 400 013
Ph. No. 022 24994200
Email: ncfm@nsdl.co.in
- (p) Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company during normal business hours 9.00 a.m. to 5.00 p. m. on all working days except Saturdays, Sundays and Public Holidays up to and including the date of the Annual General Meeting.

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

Place: Kundaim, Goa
Date: February 19, 2015

Jyoti Bandodkar
Company Secretary



ANNEXURE

I. Name Mr. Krishan Khanna
(DIN: 00046548)

Age 76 years

Qualification I.Sc. from Benares Hindu University
B.Tech in Mechanical Engineering
from I. I. T. Kharagpur

Expertise Mr. Khanna is a Mechanical
Engineer having specialization in
Manufacturing Technology with
52 years' experience in Industry,
Education, Business Development,
Governance and Corporate
Management. He is the Founder
Trustee and the Chairman of *iWatch*,
a Non-Governmental Organisation
for promoting relevant education
and vocational training. He has wide
exposure in the social sector and
has been involved in joint business
ventures and business partnerships
with 15 different countries. He has
gathered experience in execution
of projects in the fields of promoting
education, generation of employment
through imparting vocational training
and skills, Corporate Governance
and Administration through CSR
activities.

Other Directorship/ Committee Membership
1. i2K Solutions Pvt. Ltd.

Details of Shareholding : NIL

II. Name Mr. Angelo Ferrari
(DIN: 00436116)

Age 54 years

Qualification Degree in Business Administration
C/O "Luigi Bocconi" University in Mi-
lan.

Expertise Educated in Italy, Mr. Angelo
Ferrari has more than 28 years
of extensive experience and
renowned knowledge in the areas of
Finance, Administration and Control
functions. He has been associated
with the parent company since last
28 years. He is presently the head
of Group Corporate Finance and
Special Projects Activity in Industrie
De Nora S.p.A. He has also been the
head of the Group Governance and
Special Projects Activity in Federico
De Nora. He is currently associated
as a Director of various De Nora
Group Companies. He also has vast
experience as an Internal Auditor
and Corporate Planner in different
companies.

Other Directorship/ Committee Membership

1. Oronzio De Nora International B. V., Netherlands
– Managing Director
2. De Nora Deutschland GmbH, Germany –
Managing Director
3. Jetnor B. V. – Managing Director
4. Capannoni S.r.l. - Director

Details of Shareholding : NIL



EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned at Item No. 4 & 5 of the accompanying Notice dated February 19, 2015:

Item No. 4

The explanatory statement for item no. 4 is provided though strictly not required as per Section 102 of the Act.

M/s B S R & Co. LLP Chartered Accountants, Mumbai (ICAI Firm Registration No. 101248W/W-100022) were appointed as the Statutory Auditors of the Company for the Financial Year 2014 at the Annual General Meeting (AGM) of the Company held on May 14, 2014 and hold office until the conclusion of the ensuing Annual General Meeting of the Company. M/s B S R & Co. LLP has been the Statutory Auditors of the Company since Financial Year 2008 and has completed a term of 7 years.

In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, a listed company cannot appoint or re-appoint an audit firm as an Auditor for more than two terms of five consecutive years. The period for which the firm has held office as Auditor prior to the commencement of the Companies Act, 2013 shall be taken into account for calculating the period of 10 (Ten) consecutive years. Further Section 139 of the Companies Act, 2013 has also provided a period of 3 (Three) years from the date of commencement of the Act to comply with this requirement.

Accordingly, the Company had proposed to the current auditors for the above appointment in the ensuing Annual General Meeting of the Company to be held on June 29, 2015 for a further term of 3 years as required under the provisions of the Companies Act, 2013 and rules made thereunder. However, the Statutory Auditors of the Company have expressed their unwillingness to be appointed as the Statutory Auditors of the Company for the next term.

In lieu of the above, the Company had approached M/s B S R & Associates LLP Chartered Accountants, Mumbai (ICAI Firm Registration No.116231W/W-100024), a LLP firm under the same network of audit firm (M/s. B S R & Affiliates) as that of the outgoing auditors. The Company has received a letter from them providing consent to the above appointment and to the effect that their appointment, if made would meet the requirements of the provisions of the Companies Act, 2013 and the rules made thereunder.

Since the proposed auditors are associated with the outgoing auditor firm and work under the same network of audit firm (M/s. B S R & Affiliates), their appointment would be also for a term of next three years as provided under the provisions of the Companies Act, 2013 and rules made thereunder.

Hence, M/s B S R & Associates LLP, being eligible for appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on February 19, 2015 proposed the appointment of M/s B S R & Associates LLP as the Statutory Auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Ninth Annual General Meeting of the Company to be held in the year 2018. (subject to the ratification of their appointment at every Annual General Meeting)

The Board recommends the Resolution at Item No. 4 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item no. 4 of the accompanying Notice.

Item No. 5

The Board of Directors ('the Board') appointed Mr. Angelo Ferrari (DIN: 00436116) as an Additional Director of the Company on February 19, 2015, pursuant to Section 161 of the Act and Article 139 of the Articles of Association of the Company on the recommendations of the Nomination and Remuneration Committee of the Board. Under Section 161 of the Act, Mr. Angelo Ferrari ceases to hold office at this Annual General Meeting but is eligible for appointment as a Director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. Notice under Section 160 of the Act has been received from a Member signifying his intention to propose Mr. Ferrari's appointment as a Director along with the deposit of the requisite amount.

Brief Information of Mr. Angelo Ferrari is given in the Information attached to the Notice.

The Board considers it desirable that the Company should continue to avail of the services of Mr. Angelo Ferrari and accordingly recommends the Resolution at Item No. 5 for approval by the Members.

Mr. Angelo Ferrari is not related to any other Director of the Company.

Except Mr. Robert Scannell (DIN: 06818489), the Non-Executive Director of the Company and Mr. Angelo Ferrari, none of the other Directors, Key Managerial Personnel and their relatives, are interested in the resolution.

By Order of the Board of Directors

Place: Kundaim - Goa
Dated: February 19, 2015

JYOTI BANDODKAR
COMPANY SECRETARY