



DE NORA INDIA LIMITED

(CIN – L31200GA1993PLC001335)

Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa – 403 115

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

Phone: 91-832-3981100; Fax: 91-832-3981101

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of De Nora India Limited will be held on **Monday, 29th September 2014 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:

SPECIAL BUSINESS:

1. Appointment of Mrs. Sarita D'Souza as an Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sarita D'Souza (DIN: 06949439), a Non-Executive Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 22, 2014 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and 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 her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the above resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution”

2. Appointment of Mr. M. A. Sundaram as an Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M. A. Sundaram (DIN: 00144607), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and 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 be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the above resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution”

3. Appointment of Mr. Ramesh V. N. P. R. Sardesai as an Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and 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 Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh V. N. P. R. Sardesai (DIN: 00002327), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and 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 be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this General Meeting up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the above resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution”

4. Authority to fix increased remuneration to the Manager and Whole-time Director of the Company

To authorize the Board of Directors of the Company to fix increased remuneration to the Manager and Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the Special Resolution passed by the Members at the 24th Annual General Meeting of the Company held on May 08, 2013 and subject to the limits contained in the provisions of Sections 197, 198, Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory



modification or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to the Board, which term includes any Committee or Committees reconstituted by the Board for this purpose) to fix increased remuneration to the Manager of the Company and the Whole-time Director of the Company and that such remuneration comprising of salary, allowances, perquisites, retirement benefits etc., may be determined by the Board from time to time within the maximum limits specified below:

A. REMUNERATION COMPRISING OF SALARY, ALLOWANCES AND PERFORMANCE RELATED INCENTIVES

(i) Basic Salary

Rs. 61760/- per month for the Manager and Rs. 49,555/- per month for the Whole-time Director

(ii) Allowances

HRA – Rs. 37,056 per month and other allowances of Rs. 10,167/- per month for the Manager and Allowances of Rs. 48,297/- for the Whole-time Director subject to the overall limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and as determined by the Board from time to time.

(iii) Performance related Incentives

Performance related Incentives may be paid to the Manager as determined by the Board of Directors and within the overall limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force).

B. PERQUISITES/BENEFITS

Perquisites (evaluated as per Income-tax Act, 1961 and Rules framed thereunder, where applicable and at actual cost to the Company in other cases), including but not restricted to the benefit of the personal insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of income-tax on perquisites by the Company to the extent permissible under the Income-tax Act, 1961 and Rules framed thereunder; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the Scheme(s) and Rule(s) applicable from time to time, governing the aforesaid benefits.

C. The total remuneration and perquisites/benefits contemplated as per clause (A) and (B) above, including contribution towards retirement benefits, leave encashment, etc. as per the Rules of the Company payable to the Manager/Whole-time Director of the Company shall not exceed 5%, where there is only one Manager/ Whole-time Director, and 10% where there are more than one Manager/Whole-time Director, of the profits of the Company calculated in accordance with the provisions of Sections 197 and 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force).

D. The limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion pay to the Manager/Whole-time Director lower remuneration and/or revise the same from time to time within the overall limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force).



E. In the absence or inadequacy of profits in any financial year, the remuneration payable to the Manager/Whole-time Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).

“RESOLVED THAT the above remuneration would be effective for the period from 01st October 2014 till 31st December 2014.

“FURTHER RESOLVED THAT on and from January 01, 2015, the amounts specified in clause A(i) by way of basic salary for the Manager and/ or Whole-time Director(s) shall be enhanced by such percentage per annum as may be determined by the Board subject to the maximum limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the revised amounts of salary shall come into effect from the first day of January of the relevant year.

“FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

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

Place: Kundaim, Goa
Date: 22.08.2014

Jyoti Bhandodkar
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. SUCH 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 sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- b. Notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on August 15, 2014. 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 registered post. The Notice of the meeting is also available on the Company's website, www.denoraindia.com.



- c. Every member entitled to vote at the Extra-Ordinary 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 Extra-Ordinary 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 intentions to inspect the proxies lodged shall be required to be provided to the Company.
- d. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
- e. 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 hereto annexed as 'Annexure I'.
- f. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd. (R&TA), at 13AB, Samhita Warehousing Complex, Saki Naka Telephone Exchange Lane, Off Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
- g. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits Companies to send soft copies of the documents like Notice convening General Meeting (s), Audited Financial Statements, Directors' Report, Auditors' Report, or any other communication in electronic form to all those shareholders who have registered their email address for the said purpose. In the spirit of the above circulars and as part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members. We, therefore appeal to the members to be a part of the said 'Green Initiative' and request the members to register their name in getting the said documents in electronic mode by sending an email giving their Registered Folio Number and/or DP ID/Client ID to the dedicated email address at www.shareproservices.com and register their request.
- h. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- i. **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 facility to exercise their right to vote at the Extra-Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

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 / PIN 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.
 - (xi) 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 EOGM [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 EOGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to (xi) above, to cast your vote electronically.
- II. 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.
- III. 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.
- IV. 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).
- V. The e-voting period commences on Monday, September 15, 2014 (9:00 a.m.) and ends on Wednesday, September 17, 2014 (6:00 p.m.). 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. August 15, 2014 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.
- VI. The voting rights of the member 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., August 15, 2014.
- VII. 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.
- VIII. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes cast in the presence of at least 2 (two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.



- IX. The Results shall be declared on or after the date of the EOGM. 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 within 2 (two) days of passing of the resolutions at the EOGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.
- j. 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 Extra-Ordinary General Meeting.

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

Place: Kundaim, Goa
Date: 22.08.2014

Jyoti Bandodkar
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Items 1 to 3:

The Board of Directors at its meeting held on August 22, 2014 have appointed Mrs. Sarita D,Souza as an Additional Director (Independent) on the Board of Directors of the Company. Mr. M. A. Sundaram & Mr. Ramesh V. N. P. R. Sardessai are Independent Directors of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchange. (All above herein after collectively referred to as "Independent Directors of the Company").

Under Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders. Also, as per Section 149(10) of the Act and proposed amendment to Clause 49 of the Listing Agreement, Independent Directors are to be appointed for a consecutive term of five years and are not liable to retire by rotation. Further, the Securities and Exchange Board of India (SEBI) has proposed amendment to Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mrs. Sarita D,Souza, Mr. M. A. Sundaram, & Mr. Ramesh V. N. P. R. Sardessai as Independent Directors under the Act and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof) to hold office for 5 (five) consecutive years from the date of this General Meeting up to the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019.

The Independent Directors of the Company are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from member(s) along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the Independent Directors of the Company for the office of Directors of the Company. The Company has also received declarations from the Independent Directors of the Company that they meet with the



criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Sarita D,Souza, Mr. M. A. Sundaram, & Mr. Ramesh V. N. P. R. Sardessai fulfil the conditions for appointment as Independent Directors as specified in the Act, (including rules made thereunder) and the Listing Agreement. In the Board's opinion, they are persons of integrity, possessing relevant expertise and experience in their respective fields and are independent of the management.

Brief resume of the Independent Directors of the Company, nature of their expertise in functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure I of the Notice.

Copy of the draft letters for respective appointments of Mrs. Sarita D,Souza, Mr. M. A. Sundaram, & Mr. Ramesh V. N. P. R. Sardessai as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Independent Directors of the Company are interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice with regard to their respective appointments. The relatives of the Independent Directors of the Company may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. None of the above directors are related to each other.

The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mrs. Sarita D,Souza, Mr. M. A. Sundaram, & Mr. Ramesh V. N. P. R. Sardessai as Independent Directors as set out in Item Nos. 1 to 3 for the approval of the shareholders at the ensuing Extra-Ordinary General Meeting.

Item 4:

With the introduction of the new Companies Act, 2013, the Board seeks approval of the Members under Section 197, 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Rules framed thereunder to grant authority to the Board to revise the remuneration of the Manager and Whole-time Director of the Company. The Board also considered it necessary to increase the overall limits of remuneration payable to the Manager/Whole-time Director of the Company, which would be commensurate to the prevailing industry standards. However, such increase in overall limits of remuneration shall not exceed the maximum ceiling limits permissible under the aforesaid provisions of the Companies Act, 2013 read with Schedule V and / or Rules framed thereunder.

Except Mr. Vinay Chopra, Manager, and Mr. Ravi Menezes, Whole-time Director, no other Director/ Key Managerial Personnel of the Company/their relatives are, in any way financially or otherwise concerned or interested in this Resolution.



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

Place: Kundaim, Goa
Date: 22.08.2014

Jyoti Bandodkar
Company Secretary

ANNEXURE 1 TO THE NOTICE

1. Ms. Sarita D'Souza (DIN:06949439)

Date of joining the Board: 22.08.2014

Profile of the Director: Mrs. Sarita D'Souza, aged 45 years is a Fellow member of The Institute of Company Secretaries of India and also possesses a LLM Degree from the Mumbai University. Currently focused on consulting and education, she is a visiting faculty at the Goa Institute of Management. She has also taught as Visiting Faculty at Xavier Institute of Management & Research, Mumbai, Jamnalal Bajaj Institute of Management Studies, Mumbai and other institutions. Her corporate experience spans the areas of Corporate Governance, Secretarial and Corporate Law matters including Joint Ventures and foreign collaboration, Intellectual Property, Project documentation, Issue of Capital and Consumer Protection. Ms. D'Souza was also associated in the past with companies like Crompton Greaves Limited, Mumbai and Lupin Laboratories Limited, Mumbai. She is also engaged in research and writing and writes regularly on areas of law and management.

No. of shares held in the company: Nil

Directorships and Committee memberships in other Companies:* Nil

2. Mr. M. A. Sundaram (DIN: 00144607)

Date of joining the Board: 30.03.2006

Profile of the Director: Mr. M. A. Sundaram, aged 81 years is a retired IRAS. He studied Modern Management Techniques in USA & Canada on a UN Fellowship. He joined Indian Railways Accounts Service in 1957 and served for 20 years at various Railway Divisions. He was selected as Finance Director of Bongaigaon Refineries & Petrochemicals Ltd. (BRPL 1977-1981) by Public Enterprises Selection Board. He has acted as Vice-President (Finance) Zuari Industries 1981-1990 and Vice-President (Finance) Reliance Industries Ltd. from 1990-1992 where he was looking after Reliance Petrochemicals Ltd.'s Hazira Project. He was a Consultant to Deepak Fertilizer & Petrochemicals Corp. Ltd. He is associated with Goa Institute of Management and Goa University's Department of Management Studies as a Visiting Faculty.

No. of shares held in the company: Nil

Directorships and Committee memberships in other Companies:* Nil



3. Mr. Ramesh V. N. P. R. Sardesai (DIN:00002327)

Date of joining the Board: 09.05.2013

Profile of the Director: Mr. Ramesh V. N. P. R. Sardesai, aged 82 years is a qualified Sales Tax Advocate & Consultant. He holds vast knowledge in matters relating to Sales Tax, Excise, Customs and VAT. He is a retired Assistant Commissioner of Sales Tax, Government of Goa and has an extensive experience of around 50 years in the Indian Taxation matters. He was also holding the posts of Appellate Assistant Commissioner, Administrative Officer in the Environment & Forest Department till the date of his retirement from Government Service. He is currently practising as a legal professional and also acts as a Sales Tax and Vat consultant for many companies.

No. of shares held in the company: Nil

Directorships and Committee memberships in other Companies:* Nil

** Directorships and Committee memberships in De Nora India Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Investor Grievance Committees of only public Companies have been included in the aforesaid details.*



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail ID:	
Registered Address:		Folio No./Client ID:	
		DP ID:	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the Monday, 29th September, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa – 403 115 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	Appointment of Ms. Sarita D'Souza as an Independent Director		
2.	Appointment of Mr. M. A. Sundaram as an Independent Director		
3.	Appointment of Mr. R. V. N. P. R. Sardesai as an Independent Director		
4.	Authority to fix increased remuneration to the Manager and Whole-time Director of the Company		

Signed this _____ day of _____ 2014 Signature of Shareholder: _____

Affix
Revenue
Stamp

Signature of First Proxy holder Signature of Second Proxy holder Signature of Third Proxy holder

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



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ATTENDANCE SLIP (To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING – 29th SEPTEMBER 2014

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Name of the Proxy (In case Proxy attends meeting in place of shareholder)	
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I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company being held on Monday 29th September, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa – 403 115.

Member's/Proxy's Signature

.....
ELECTRONIC-VOTING PARTICULARS:

EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Monday 29th September, 2014

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given out at Note No. i of the Notice of the Extra-Ordinary General Meeting of the Company before casting your vote through e-voting.