

DALMIA REFRACTORIES LIMITED

(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)
(Registered Office: Dalmiapuram, P.O. Kallakudi- 621 651, Distt. Tiruchirapalli, Tamil Nadu)
Phone No. 011-23457100, E-mail: sncil@dalmiarf.com, Website: www.dalmiarefractories.com
CIN L24297TN1973PLC006372

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the company)
(FOR PHYSICAL VOTING ONLY)

S. No.:

1. Name(s) of Shareholder(s) :
(Including joint holder(s), if any)

2. Registered address of the sole/ First :
named Shareholder

3. Folio No./DP ID No./Client ID No. :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **5th September, 2014** by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Brief Description of the Resolution	No. of Share(s)	Please Tick (✓) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for increase in borrowing limits of the Company as per the provisions of Section 180(1)(c) of the Companies Act, 2013.			
Special Resolution under section 180(1)(a) of the Companies Act, 2013 to authorise the Board of Directors to provide security by way of mortgage/pledge and/or to charge all or any of the assets of the Company			

Place :

Signature of the Shareholder(s)

Date :

.....cut from here.....

E-voting facility particulars (to be retained with the shareholder)

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

Note: Please read the Notes carefully before filling the Form.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.
3. This Form should be completed and signed by the sole/first named member. In case of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter etc.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self- addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (√) Postal ballot forms will be subject to rejection by the Scrutinizer.
7. The right of voting by Postal Ballot shall be exercised only by the members.
8. A member need not use all the votes nor needs to cast all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5 p.m. on Wednesday, 5th November, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on the cut off date.
12. Votes will be considered invalid on the following grounds:
 - i. If the Member's Signature does not tally.
 - ii. If the Member has marked all his shares both in favour and also against the resolution.
 - iii. If the Ballot paper is unsigned,
 - iv. If the Ballot paper is filled in pencil or signed in pencil.
 - iv. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the Signature could not be checked or one or more of the above grounds.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutinizer will also be posted on the Company's website www.dalmiarefractories.com for the information of members.

DALMIA REFRACTORIES LIMITED

(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)
(Registered Office: Dalmiapuram, P.O. Kallakudi- 621 651, Distt. Tiruchirapalli, Tamil Nadu)
Phone No. 011-23457100, E-mail: snccil@dalmiarf.com, Website: www.dalmiarefractories.com
CIN L24297TN1973PLC006372

POSTAL BALLOT NOTICE

Dear Member,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, that the resolutions appended to this Notice are proposed to be passed as Special Resolutions by way of Postal Ballot. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot form (the "**Form**") for your consideration.

The Board of Directors of the Company (the "**Board**") has appointed Shri N.C. Khanna, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, the **5th day of November, 2014**.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director/Company Secretary. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on Monday, 10th day of November, 2014 at 11 a.m. at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. www.dalmiarefractories.com

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT:

Item No. 1

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT the consent of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company for borrowing, from time to time, as they may think fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers for the purposes of meeting the working capital requirements of the Company in the ordinary course of its business) may exceed the aggregate of the paid up capital and free reserves, provided that the aggregate of the monies borrowed and to be borrowed and outstanding at any time shall not exceed Rs.200 crores."

Item No. 2

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT the consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company to mortgage, pledge and/or to charge all or any of the movable and immovable properties of the Company wheresoever situated, present and future, and whole of undertaking of the Company to or in favour of the Financial Institution(s)/Bank(s)/Lender(s) to secure an amount not exceeding the limits of borrowings approved by the Members under Section 180(1)(c) of the Companies Act, 2013 in the aggregate together with costs, charges, expenses and all other moneys payable, in respect of such Borrowings."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to negotiate and accept the terms and conditions laid down by the Financial Institution(s)/Bank(s)/Lender(s) including doing and executing all such acts, deeds and things as may be necessary for giving effect to the above Resolution."

By Order of the Board
Dalmia Refractories Limited

New Delhi
Dated: 05-09-2014

Akansha Jain
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Item No. 1

As members are aware, an Ordinary Resolution pursuant to Section 293(1)(d) of the Companies Act, 1956 was passed by way of Postal Ballot, the results of which were declared on 28th August, 2008 authorizing the Board of Directors of the Company to borrow money apart from temporary loans from Bankers, Financial Institutions etc for working capital purposes to the extent of not exceeding Rs. 50 crores.

As per the General Circular No.4/2014 dated 25th March, 2014 the Ordinary Resolutions passed by the Shareholders pursuant to Section 293(1)(a)/293(1)(d) of the Companies Act, 1956 relating to delegation of power to the Board of Directors to borrow money apart from temporary loans from bankers and to create security on the assets of the Company are required to be replaced with Special Resolutions passed under the provisions of section 180(1)(a)/180(1)(c) of the Companies Act, 2013.

Also, Considering the Company's future growth plans, it is proposed to increase the above borrowing limits from the existing Rs.50 crores to an amount not exceeding at any time a limit of Rs.200 crores.

Accordingly, in order to comply with the requirements of the aforesaid Circular and Company's future growth plans, the Board recommends the resolution at Item No. 1 of the notice to be passed by the Members as a Special Resolution pursuant to section 180(1)(c) of the Companies Act, 2013 in respect of borrowings.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set out at Item No.1 above.

Item No. 2

The Company is required to create security for the various facilities which may be availed by the Company from time to time, in favour of the Lenders/Trustees of the Company for the Non-Convertible Debentures and loans/financial assistance availed by the Company, by way of creation of mortgage and/or charge on the assets of the Company, as stated in the resolution.

In terms of Section 180(1)(a), it is recommended to authorise the Board of Directors to mortgage, pledge and/or to charge all or any of the movable and immovable properties of the Company wheresoever situated, present and future, and whole of undertaking of the Company to or in favour of the Financial Institution(s)/Bank(s)/Lender(s) to secure an amount not exceeding the limits of borrowings approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

As Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, requires the Resolution relating to creation of securities to be passed by Postal Ballot, the Board recommends the Resolution at item No.2 of the notice to be passed by the Members as a Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set out at Item No.2 above.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Forms:

1. The Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and send the duly completed form with the assent (for) or dissent (against) in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before Wednesday, the 5th day of November, 2014. to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.
3. Envelopes containing Postal Ballot Form, if deposited, in person or sent by courier at the expense of the Members will also be accepted.

E Voting Facility:

- A** In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned on the Postal Ballot Form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i. e. "Dalmia Refractories Limited."
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folio/demat account shall choose the voting process separately for each folios/demat account.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "abstained".
 - x. Cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc. to the Scrutinizer at E-mail ID: nckhanna12@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B** In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- (i) User ID and initial password as provided on the Form.
 - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast your vote.

GENERAL:

1. The physical voting/e-voting period commences on Monday, 6th October, 2014 (9:30 am) and ends on Wednesday, the 5th day of November, 2014(5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date being 19th September, 2014 may cast their vote. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
2. 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 download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 18003454001 (toll free).
3. 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).
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2014.
5. The Board of Directors has appointed **Shri N.C. Khanna, Practicing Company Secretary**, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Results shall be declared by a Director or the Company Secretary on Monday, 10th day of November, 2014 at 11.00 a.m. and the Resolutions will be deemed to be passed on the said date subject to the requisite number of votes in favour of the Resolution(s).
7. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.dalmiarefractories.com and shall also be communicated to the Stock Exchanges.