

**DALMIA REFRACTORIES LIMITED**

Registered Office: Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu  
Phone: 011-23457100, E-mail: [sncil@dalmiarf.com](mailto:sncil@dalmiarf.com)  
Website: [www.dalmiarefractories.com](http://www.dalmiarefractories.com) CIN: L24297TN1973PLC006372

**NOTICE**

NOTICE is hereby given that the 44<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu on Thursday, the 24<sup>th</sup> day of August, 2017 at 11.00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the a) Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017, and the Reports of the Directors' and Auditors' thereon and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017 and the Reports of the Auditors' thereon
2. To declare final dividend on equity shares for the Financial Year 2016-17.
3. To appoint a Director in place of Smt. Leena Rawal (DIN: 03575675) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Chaturvedi & Shah, Chartered Accountant, (Firm Registration No. 101720W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this 44<sup>th</sup> Annual General Meeting till the conclusion of 49<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting, at a remuneration of Rs. 8,00,000 (Rupees Eight Lakhs only) plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

By Order of the Board

Sd/-

Place : New Delhi  
Dated: 08.05.2017

Akansa Jain  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, in his/her stead. A proxy need not be a member of the Company. The Proxy Form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty 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 shareholder.

2. The Register of Members of the Company will remain closed from 23<sup>rd</sup> August, 2017 to 24<sup>th</sup> August, 2017 (both days inclusive).

The dividend on equity shares, if declared, at the Meeting shall be paid to those members whose names appear on the Company's Register of Member on close of business hours on 22<sup>nd</sup> August, 2017; in respect of shares held in dematerialised form the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

3. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice. Requisite declarations have been received from the Directors for their appointment / re-appointment.
4. Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. Email - [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
5. Members are informed that final dividend for the financial year ended 31<sup>st</sup> March, 2010, remaining unclaimed for a period seven years from the date of transfer to unpaid dividend account of the Company becomes due for transfer to the Investor Education and Protection Fund on 24<sup>th</sup> September, 2017. Members who have not claimed final dividend in respect of financial year ended 31<sup>st</sup> March, 2010 onwards are requested to approach the Registrar and Share Transfer Agent of the Company for claiming the same as early as possible.
6. Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Members holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to the Company / Karvy.

Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Reports, Notices, etc. from the Company electronically.

7. Electronic copy of the Annual Report for the financial year 2016-17 and Notice of the 44<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for the financial year 2016-17 and the Notice of the 44<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
9. Voting through Electronic Mode (Detailed instructions along with User ID and Password are enclosed separately and forms the part of Notice).
  - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means. The member may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
  - (ii) The Notice of e-voting indicating the detailed procedure and manner of e-voting along with the user ID and Password are being enclosed separately and forms the integral part of the Notice. The notice for the Annual General Meeting along with detailed instructions is also available on the website of the Company i.e. [www.dalmiarefractories.com](http://www.dalmiarefractories.com).
  - (iii) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide remote e-voting facilities.
  - (iv) The remote e-voting facility will be available from 9 a.m. (IST) on 21<sup>st</sup> August , 2017 upto 5 p.m. (IST) on 23<sup>rd</sup> August, 2017.
  - (v) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
  - (vi) The facility for voting through polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

- (vii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii) The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 18<sup>th</sup> August, 2017. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting at the Annual General Meeting through ballot paper.
- (ix) In case a person has become the Member of the Company after the dispatch of AGM Notice and holding shares as on the cut-off date i.e. 18<sup>th</sup> August, 2017, may write to the Karvy on the email-id: sridhar.balamurli@karvy.com or contact to Mr. Sridhar Balamurli, Contact No. : 040-67162222 at [Unit: Dalmia Refractories Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, requesting for the User ID and Password.
- (x) The Board of Directors has appointed **Shri R. Venkatasubramanian, a Practicing Company Secretary as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (xi) The Scrutinizer shall, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report and submit the same to the Chairman of the Meeting or a person authorised by him who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.dalmiarefractories.com](http://www.dalmiarefractories.com) and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (xii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 24<sup>th</sup> August, 2017.
- (xiii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting  
with respect to item No.3 of the Notice.**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

	<b>Item No.3</b>
Name of the Director	Smt Leena Rawal
Category	Non-Executive Director
Date of Birth	27 <sup>th</sup> September, 1980
Nationality	Indian
Date of Appointment on Board	31st March, 2015
Qualification	Law graduate from University of Delhi and fellow member of Institute of Company Secretaries of India.
Experience	Over 10 years of experience in the field of Secretarial, Legal, Accounts and Taxation.
List of other Public Companies in which Directorship held as on March 31, 2017	2
Chairmanship/membership of any other Committees as on 31 <sup>st</sup> March, 2017	Nil
Shareholding in the Company	Nil
Relationships between Directors and Key Managerial Personnel.	Nil

**DALMIA REFRACTORIES LIMITED**

(CIN: L24297TN1973PLC006372)

Regd. Office: Dalmiapuram, P.O. Kallakudi-621651,

District: Tiruchirapalli, Tamil Nadu.

E-mail: snccil@dalmiarf.com; Website: www.dalmiarefractories.com

Phone: +91-11-23457100. Fax: +91-11-23324136

**ATTENDANCE SLIP**

[To be presented at the entrance]

44<sup>th</sup> Annual General Meeting on 24<sup>th</sup> August, 2017 at 11.00 A.M.  
at Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

Folio No.....DP ID No. .... Client ID .....

Name of the Member .....Signature.....

Name of Proxy Holder..... Signature.....

I / We hereby record my / our presence at the 44<sup>th</sup> Annual General Meeting of the Company held on Thursday, 24<sup>th</sup> August, 2017 at 11.00 A.M. at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu.

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

**DALMIA REFRACTORIES LIMITED****Proxy Form**

(CIN: L24297TN1973PLC006372)

Regd. Office: Dalmiapuram, P.O. Kallakudi-621651,

District: Tiruchirapalli, Tamil Nadu.

E-mail: snccil@dalmiarf.com; Website: www.dalmiarefractories.com

Phone: +91-11-23457100. Fax: +91-11-23324136

Name of the member(s):

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We ..... being the member(s) of Dalmia Refractories Limited, holding ..... shares of the above named Company hereby appoint:

(1) Name .....Address.....

E-mail Id.....Signature.....or failing him.

(2) Name .....Address.....

E-mail Id.....Signature.....or failing him.

(3) Name .....Address.....

E-mail Id.....Signature.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 44<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 24<sup>th</sup> August, 2017 at 11 a.m. at Dalmiapuram, P.O. Kallakudi-621651, Tiruchirapalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	FOR	AGAINST
Ordinary Business		
1. Adoption of the Audited Financial Statements (including Audited Consolidated Statements) for the financial year ended 31 <sup>st</sup> March, 2017, the Reports of the Board of Directors' and Auditors' thereon.		
2. Declaration of final dividend on equity shares.		
3. Re-appointment of Smt. Leena Rawal who retires by rotation as a Director of the Company.		
4. Appointment of M/s. Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors and to fix their remuneration.		

Signed this ..... day of ..... 2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix.  
Revenue Stamp  
not less than  
Re.1

**Notes:**

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. For the Resolutions and Notes, please refer to the Notice of the 44<sup>th</sup> Annual General Meeting.
3. Please complete all details including details of member(s) before submission.

# DALMIA REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu

Website: [www.dalmiarefractories.com](http://www.dalmiarefractories.com); E-mail id: [sncil@dalmiarf.com](mailto:sncil@dalmiarf.com)

CIN: L24297TN1973PLC006372

Name and Registered Address of the Sole First :  
named Member

Name(s) of the Joint Member(s), If any :

Registered Folio No. / DP & Client ID No. :

Number of Shares held :

Dear Member,

**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Dalmia Refractories Limited (“DRL” or “the Company”) is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Forty Fourth Annual General Meeting scheduled to be held on Thursday, August 24, 2017 at 11.00 a.m by electronic means (remote e-voting). The member may cast their votes using an electronic voting system from a place other than the venue of the meeting.

The Company has engaged the services of Karvy Computershare Private Limited (“KCPL” or “Karvy”) as the Authorized Agency to provide remote e-voting facilities.

The remote e-voting particulars are set out below:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

The remote e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
From 9 a.m. (IST) on 21 <sup>st</sup> August, 2017	Upto 5 p.m. (IST) on 23 <sup>rd</sup> August, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The facility for voting through polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

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

**The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is August 18, 2017.** Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated May 8, 2017 of the Forty Fourth Annual General Meeting of the Company scheduled to be held on August 24, 2017. The notice for the Annual General Meeting is also available on the website of the Company i.e. [www.dalmiarefractories.com](http://www.dalmiarefractories.com)

New Delhi  
May 8, 2017

Yours faithfully,  
For Dalmia Refractories Limited  
Sd/-  
AKANSHA JAIN  
COMPANY SECRETARY

**Instructions and other information relating to e-voting are as under:**

1. **In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:**
  - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Event No. followed by Folio No./DP ID-Client ID will be your User ID. 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
  - (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) You may then 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [rvs.pcs@gmail.com](mailto:rvs.pcs@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO".
2. **In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].**
  - (i) **User ID and initial password** as provided overleaf.
  - (ii) **Please follow all steps from Sr.No.(i) to (xii) as mentioned in (1) above, to cast your vote.**
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, August 18, 2017.
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date i.e. August 18, 2017 only shall be entitled to vote.
7. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. August 18, 2017, may write to the Karvy on the email Id: [sridhar.balamurli@karvy.com](mailto:sridhar.balamurli@karvy.com) or contact to Mr Sridhar Balamurli, Contact No. 040-67162222, at [Unit: Dalmia Refractories Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (1) above, to cast the vote.
8. The Board of Directors has appointed **Mr. R. Venkatasubramanian, a Practicing Company Secretary (Memb. No. 3673), having office at 76, Angarai Agraharam, Lalgudi Taluk, Trichy District-621703 as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
9. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll, will, not later than three (3) days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.dalmiarefractories.com](http://www.dalmiarefractories.com) and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
10. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 24<sup>th</sup> August, 2017.