

DALMIA REFRACTORIES LIMITED

(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)

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

NOTICE

NOTICE is hereby given that the 43rd 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 Wednesday, the 24th day of August, 2016 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016 and the Reports of the Directors' and Auditors' thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Shri Deepak Ambadas Thombre (DIN: 02421599) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. S.S. Kothari Mehta & Co., 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 the shareholders do hereby ratify the appointment made by them in the Annual General Meeting held on 12th August, 2014 of M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No.000756N), as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on payment of remuneration that does not exceed the amount of Rs. 6,75,000 besides service tax as may be applicable and reimbursement of travel and other out of pocket expenses incurred by them in the conduct of the audit."

SPECIAL BUSINESS

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

"RESOLVED that Shri Sameer Nagpal (DIN: 06599230) who was appointed as an Additional Director in terms of provisions of section 161(1) of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board

Place : New Delhi
Dated: 23.05.2016

Akansha 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 23rd August, 2016 to 24th August, 2016 (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 22nd August, 2016; 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. A statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ 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.
5. 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
6. Members are informed that final dividend for the financial year ended 31st March, 2009, 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 9th October, 2016. Members who have not claimed final dividend in respect of financial year ended 31st March, 2009 onwards are requested to approach the Registrar and Share Transfer Agent of the Company for claiming the same as early as possible.
7. 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.

8. Electronic copy of the Annual Report for the financial year 2015-16 and Notice of the 43rd 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 2015-16 and the Notice of the 43rd 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.
9. 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.
10. 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.
 - (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 21st August, 2016 upto 5 p.m. (IST) on 23rd August, 2016.
 - (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.
 - (vi) 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.

- (vii) The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 18th August, 2016. 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.
- (viii) 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. 18th August, 2016, may write to the Karvy on the email-id: evoting@karvy.com or to Mr. P. A. Varghese, Contact No. 040-33215424, 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.
- (ix) 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.
- (x) 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 and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (xi) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 24th August, 2016.
- (xii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

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

Item No.5

The Board of Directors on the recommendation of Nomination & Remuneration Committee, had appointed Shri Sameer Nagpal as an Additional Director of the Company in its meeting held on 4th February, 2016 in accordance with Section 161(1) of the Companies Act, 2013. The term of office of Shri Sameer Nagpal expires at the ensuing Annual General Meeting. The Company has received a notice from a member alongwith requisite deposit proposing Shri Sameer Nagpal as a candidate for the office of Director of the Company.

Shri Sameer Nagpal holds a bachelor's degree in Mechanical Engineering from Delhi Technology University (formerly Delhi College of Engineering) and has a Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta. He has an experience of over 24 years in various Multinational and Indian Companies.

Shri Sameer Nagpal has given his declaration to the effect that he is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Companies Act, 2013.

The aforesaid declaration and notice are available for inspection of members at the Registered Office of the Company during business hours (10.00 am to 1.00 pm) on all working days except Saturdays, upto the date of the Annual General Meeting of the Company.

Accordingly, the Board recommends the resolution as set out at item No.5 in the Notice for the approval by the shareholders of the Company and propose that Shri Sameer Nagpal be appointed as Director of the Company liable to retire by rotation.

Except Shri Sameer Nagpal, none of the other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
with respect to item No.3 & 5 of the Notice.
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015)**

	Item No.3	Item No.5
Name of the Director	Shri Deepak Ambadas Thombre	Shri Sameer Nagpal
Category	Non-Executive Director	Non-Executive Director
Date of Birth	3 rd August, 1954	20 th November, 1969
Nationality	Indian	Indian
Date of Appointment on Board	30 th October, 2008	4 th February, 2016
Qualification	Engineering Graduate with Masters Degree in Management Studies	Bachelor's in Mechanical Engineering with Post Graduate Diploma in Business Management.
Experience	Over 35 years of experience in various Managerial Capacities in reputed corporates and worked across various segments like Iron & Steel, Cement etc.	With over 24 years of experience, spearheading leadership roles in Multinational and Indian Companies. He is an acknowledged business Strategist and transformation leader, and also associated with various National and International Industry Forums.
List of other Public Companies in which Directorship held as on March 31, 2016	Nil	Nil
Chairmanship/membership of any other Committees as on 31 st March, 2016	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationships between Directors and Key Managerial Personnel.	Nil	Nil

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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]

43rd Annual General Meeting on 24th August, 2016 at 11.00 A.M.
at Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

Folio No. DPID No. Client ID

Name of the Member Signature

Name of Proxy Holder Signature

I / We hereby record my / our presence at the 43rd Annual General Meeting of the Company held on Wednesday, 24th August, 2016 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.

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(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)

(CIN: L24297TN1973PLC006372)

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District: Tiruchirapalli, Tamil Nadu.

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

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

Proxy Form

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) NameAddress.....

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

(2) NameAddress.....

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

(3) NameAddress.....

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 43rd Annual General Meeting of the Company to be held on Wednesday, 24th August, 2016 at 11.00 a.m. at Dalmiapuram, P.O. Kallakudi-621651, Distt. 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 Audited Financial Statements of the Company for the year ended March 31, 2016 together with Reports of the Directors and Auditors thereon.		
2. Declaration of Final Dividend on equity shares.		
3. Re-appointment of Shri. Deepak Ambadas Thombre as a Director of the Company.		
4. Ratification of appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors and to fix their remuneration.		
Special Business		
5. Appointment of Shri Sameer Nagpal as Director of the Company.		

Signed this day of 2016.

Signature of shareholder(s)

Signature of Proxy holder(s)

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, Explanatory Statement and Notes, please refer to the Notice of the 43rd Annual General Meeting.
3. Please complete all details including details of member(s) before submission.

Affix.
Revenue Stamp
not less than
Re.1