

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 Forty Second 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 6th day of August, 2015 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Statement of Profit and Loss for the financial year ended 31st March 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri C. Nagaratnam (DIN: 00266838) 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 for a period of 3 (three) years on payment of remuneration that does not exceed the amount of Rupees Six lacs 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 appoint Smt. Leena Rawal as a Director, who was appointed as an Additional Director and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Smt. Leena Rawal (DIN: 03575675) who was appointed as an Additional Director in terms of provisions of section 161(1) of the Companies Act, 2013 and who 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 of Directors

Place : New Delhi
Dated: 22.06.2015

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 4th August, 2015 to 6th August, 2015 (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 3rd August, 2015, 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 as beneficial owners as on that date.

3. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is provided at the end of this Notice.
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. The Company has transferred the unpaid or unclaimed dividends declared in the financial year 2007-08 on due date, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th August, 2014 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.
7. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with M/s. Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
8. Electronic copy of the Notice of the 42nd 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 the Notice of the 42nd 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. 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 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.

10. 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.
11. 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, as amended, 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 (remote e-voting). The member may cast their votes using an electronic voting system from a place other than the venue of the meeting.
 - (ii) The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorized Agency to provide remote e-voting facilities.
 - (iii) The remote e-voting facility will be available from 9 a.m. (IST) on 3rd August, 2015 upto 5 p.m. (IST) on 5th August, 2015.
 - (iv) 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.
 - (v) 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 31st July, 2015. The detailed procedure along with the user ID and Password are being enclosed separately and that forms the internal 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.
- (viii) 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. 31st July, 2015, may write to the Karvy on the email ID: Varghese1@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. 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.
- (ix) The Board of Directors has appointed **Shri 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.
- (x) 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 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. 6th August, 2015.
- (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 THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

The Board of Directors, pursuant to the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, appointed Smt. Leena Rawal as an Additional Woman Director w.e.f. 31st March, 2015. In terms of provisions of Section 161(1) of the Act, Smt. Leena Rawal holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Smt. Leena Rawal for appointment as Director whose period of office shall be liable to retire by rotation.

Smt. Leena Rawal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Smt. Leena Rawal is a Law Graduate from the University of Delhi and the fellow member of Institute of Company Secretaries of India. She has over nine years of experience in the field of Secretarial, Legal, Accounts and Taxation. Additional information as required under Clause 49 of the Listing Agreement is provided at the end of this Notice.

The Board commends the ordinary resolution as set out in item No.5 in the Notice for the approval by the shareholders of the Company.

Except Smt. Leena Rawal, 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.

ADDITIONAL INFORMATION RELATING TO DIRECTORS PROPOSED TO BE RE-APPOINTED/APPOINTED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

	Item No.3	Item No.5
Name of the Directors	Shri C. Nagaratnam	Smt. Leena Rawal
Date of Appointment	27 th January, 2009	31 st March, 2015
Qualification	Bachelors in Mechanical Engineering.	Law graduate from University of Delhi and fellow member of Institute of Company Secretaries of India.
Expertise in specific Functional Areas	Over 35 years of Industrial Experience in Engineering, Ceramics, Chemical and Wood Substitute Process Industries in the field of Engineering and Management.	Over 9 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, 2015	- Himshikhar Investment Limited	- Alirox Abrasives Limited
Chairmanship/membership of any other Committees as on 31 st March, 2015	Nil	Nil
Shareholding in the Company	40 equity shares	Nil

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(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)

(CIN: L24297TN1973PLC006372)

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

District: Tiruchirapalli, Tamil Nadu.

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

Phone: +91-11-23457100/23457121; Fax: +91-11-23324136

ATTENDANCE SLIP

[To be presented at the entrance]

42nd Annual General Meeting on Thursday, August 6, 2015 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

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

(Formerly Shri Nataraj Ceramic and Chemical Industries Limited)

(CIN: L24297TN1973PLC006372)

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

District: Tiruchirapalli, Tamil Nadu.

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

Phone: +91-11-23457100/23457121; Fax: +91-11-23324136

Name of the member(s):

Registered address:

E-mail Id:

Folio / DPID-Client ID No.

I/We being the member(s) of 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 42nd Annual General Meeting of the Company to be held on Thursday, 6th August, 2015 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, 2015 together with Reports of the Directors and Auditors thereon.		
2. Declaration of Final Dividend on equity shares.		
3. Re-appointment of Shri. C. Nagaratnam 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 Smt. Leena Rawal as Director of the Company.		

Signed this day of 2015.

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, Explanatory Statement and Notes, please refer to the Notice of the 42nd Annual General Meeting.
3. Please complete all details including details of member(s) before submission.