

DALMIA REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi, Tiruchirappalli-621 651, Tamil Nadu.

Phone: 011-23457100, E-mail: snccil@dalmiarf.com

Website: www.dalmiarefractories.com. CIN: L24297TN1973PLC006372

NOTICE

Notice is hereby given that the Forty-Seventh Annual General Meeting of the members of the Company will be held on Wednesday, the 23rd day of September, 2020 at 11.00 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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 31st March 2020 and the Report of the Auditors' thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Reports of the Auditors' thereon.
2. To confirm the interim dividend of ₹ 1.50/- per equity share of face value of ₹ 10 each as final dividend for the financial year ended 31st March 2020.
3. To appoint a Director in place of Ms. Leena Rawal (DIN: 03575675) who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board of Directors

Place : New Delhi
Dated: 21st August 2020

Akansha Jain
Company Secretary
Membership No.: A36766

NOTES:

1. In view of the prevailing locked down situation across the Country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, Ministry of Corporate Affairs (MCA) vide circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has permitted companies to hold their Annual General Meetings ("AGM") through VC/OVAM for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), read with aforesaid MCA and SEBI circulars, the AGM of the Company is being conducted through VC hereinafter called as "e-AGM".
3. The Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents ("RTA") of the Company, to provide VC facility for the e-AGM.
4. Pursuant to the MCA Circulars:
 - a) Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
 - b) Appointment of proxy(ies) to attend and cast vote on behalf of the Member(s) is not available.
 - c) Body corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the e-AGM and upto 15 minutes after the scheduled time to start the 47th AGM by following the procedure mentioned in the Notice.
6. Up to 1000 Members will be able to join on a First In First Out (“FIFO”) basis, the e-AGM of the Company.
7. There is no restriction on account of FIFO entry into e-AGM for the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. The attendance of the Members attending the e-AGM through log in will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. **Remote e-Voting:** 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely “KFin Technologies Private Limited”.
10. **Voting at the e-AGM:** Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
11. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at www.dalmiarefractories.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited at www.msei.in and www.cse-india.com respectively and is also available on the website of e-voting agency at <https://evoting.kfintech.com>.
12. Institutional investors, who are members of the Company are encouraged to attend and vote at the 47th e-AGM of the Company.
13. In terms of the provisions of Section 102 of the Companies Act, 2013 read with its Rules made thereunder, an Explanatory Statement is required to be annexed with respect to the special business to be transacted at a general meeting. However, in this e-AGM no special business is proposed be transacted, therefore no such statement is annexed herewith.
14. The Company has distributed an interim dividend amounting to ₹ 1.50 per share to those shareholders holding shares as on the record date fixed for this purpose i.e. 20th March, 2020. Such dividend was disbursed on 25th March, 2020.

The directors recommend for consideration of the members, the above referred interim dividend as final dividend for the financial year ended 31st March 2020.
15. Brief details of the director, who are being re-appointed, are annexed hereto as per requirements of Regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
16. The Register of Members of the Company shall remain closed from 22nd September 2020 to 23rd September 2020 (both days inclusive).
17. All documents referred in the Notice and such statutory registers, as are required to be kept open for inspection at the Annual General Meeting under the Companies Act, 2013, shall be available for inspection electronically during the e-AGM. Members seeking to inspect such documents can send an email to the Company Secretary.
18. Certificate from Statutory Auditors of the Company certifying that the Dalmia Refractories Limited – Employee Stock Option Plan 2018 (DRL ESOP Plan 2018) of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by the members through electronic mode.
19. 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 18th September 2020.

20. The Board of Directors has appointed Mr. R. Venkatsubramanian, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
21. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and send the same to the Chairman or a person authorized by him in writing who shall countersign the same.
22. The results shall be declared forthwith by the Chairman or a person authorized by the Board and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
23. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.dalmiarefractories.com and on the website of KFin Technologies Private Limited, www.kfintech.com within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.
24. As per Regulation 40 of SEBI Listing Regulations, transfer of securities can be carried out only in dematerialized form with effect from April 01, 2019. Accordingly, any request for transfer of shares in physical form will not be accepted by the Company/RTA. This restriction will however not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any of the nearest branches of RTA to guide you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
25. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company's RTA for revalidation and encash them before the due date. In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred.

Upon transfer of such shares, all the benefits accruing on such shares e.g., bonus shares, split, consolidation, fraction shares etc. except rights issue shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Therefore, it is in the interest of debentureholders/ shareholders to claim the unclaimed/ un-encashed amount of dividend, matured debentures or interest thereon within scheduled time.
26. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the same from IEPFA by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA Circulars and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their e-mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case the shares are held in electronic form and with the Company's RTA, in case the shares are held in physical form.

2. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their e-mail address and mobile number registered with the Company's RTA, by clicking the link: https://ris.kfintech.com/email_registration for receiving the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com
3. Shareholders may also visit the website of the Company www.dalmiarefractories.com or the website of the RTA <https://evoting.kfintech.com> for downloading the Annual Report and Notice of the e-AGM.
4. Alternatively shareholders may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of e-AGM and the e-voting instructions.

Instructions for the Members for attending the e-AGM through Video Conference:

1. Members are provided with a facility to attend the e-AGM through video conferencing platform provided by the RTA. Members may access the same at <https://evoting.kfintech.com> under shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/ members login where the EVENT and the name of the Company can be selected. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
2. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
3. Further, Members will be required to keep Camera on, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from 19th September 2020 (9:00 AM) upto 21st September 2020 (3:00 PM.) mentioning their name, demat account no./folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
6. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' during the period starting from 19th September 2020 (9:00 AM) upto 21st September 2020 (3:00 PM). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
7. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at <https://emeetings.kfintech.com>.

Instructions for members for e-Voting during the e-AGM:

1. Only those Members/shareholders, who will be present in the e-AGM through VC facility and who have not casted their vote through remote e-Voting are eligible to vote through e-Voting during the e-AGM.
2. However, Members who have voted through remote e-Voting will be eligible to attend the e-AGM.

The instructions for remote e-voting are as under:

In case a Member receives the notice of e-AGM through an email from the RTA [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the following URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials. However, if you are already registered with RTA 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. First time users will now reach password change menu wherein they will be required to mandatorily change their 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 Member does not indicate either “FOR” or “AGAINST” then such electronic vote shall be treated as “ABSTAIN/INVALID” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat account shall choose the voting process separately for each folio/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 for 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 all 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 authorised representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com with a copy marked to <https://evoting.kfintech.com>. The scanned image of the above mentioned documents should be in the naming format “Corporate Name and EVENT NO.”

- xiii In case a person becomes a member of the Company after the dispatch of e-AGM Notice but on or before the cut-off date, i.e. 18th September 2020, the Member may write to the RTA on the email Id madhusudhan.ms@kfintech.com or to Mr. Madhusudhan, Contact No. 040-671616222, at KFin Technologies Private Limited (Unit: Dalmia Refractories Limited), Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
- xiv. The remote e-voting period commences on 20th September 2020 (9:00 AM) and ends on 22nd September 2020 (5:00 PM). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, being 18th September 2020, may cast their vote electronically. The e-voting module shall be disabled by the RTA for voting thereafter. E-Voting will thereafter be opened during e-AGM. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically may participate in the e-AGM but shall not be allowed to vote again.
- xv. 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 <https://evoting.kfintech.com> or contact the RTA at Tel. No. 18003454001 (toll free).
- xvi. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

KEY INFORMATION

S.No.	PARTICULARS	DETAILS
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	https://emeetings.kfintech.com
2	Link for e-voting [remote/at the AGM]	https://evoting.kfintech.com
3	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/email_registration
4	Username and password for VC and e-voting	Please use the remote e-voting credentials.
5	Helpline number for VC and e-voting	KFin Technologies Private Limited - 1-800-3454-001 / evoting@kfintech.com
6	Registrar and Share Transfer Agent	KFin Technologies Private Limited Unit: Dalmia Refractories Limited Mr. M. S. Madhusudan E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222
7	Cut-off date for e-voting	Friday, 18 th September 2020
8	Book closure dates	Tuesday, 22 nd September 2020 to Wednesday, 23 rd September 2020 (both days inclusive)
9	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	rvs.pcs@gmail.com and https://evoting.kfintech.com on or before September 20, 2020
10	Period for speaker registration and expressing views and sending queries, if any	Commences at 9:00 AM IST on Saturday, 19 th September 2020 and ends at 3:00 PM IST on Monday, 21 st September 2020
11	Remote e-voting period	Commences at 9:00 AM IST on Sunday, 20 th September 2020 and ends at 5:00 PM IST on Tuesday, 22 nd September 2020.
12	Last date for publishing results of the e-voting and results availability	Friday, 25 th September 2020 www.dalmiarefractories.com https://evoting.kfintech.com

Annexure to the Notice dated 21st August, 2020

Details of Directors retiring by rotation/seeking appointment at the ensuing Annual General Meeting

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of Institute of Company Secretaries of India.

Name of Director	MS. LEENA RAWAL
Director Identification Number (DIN)	03575675
Date of Birth & Age	27 th September 1980, 39 years
Qualification	Bachelors in Law from Delhi University and a fellow member of Institute of Company Secretaries of India.
Experience (Including expertise in specific functional area)/ Brief Resume	Over 16 years of experience in Legal, Taxation, Compliances, Restructuring Activities, Secretarial Matters etc
Date of initial appointment	31 st March 2015
Shareholding in the Company as on 31 st March 2020	NIL
Relationship between Director and Key Managerial Personnel	NIL
Number of Meetings of Board attended during the year ended 31 st March 2020	The details of meetings attended during the year are provided in the Corporate Governance Report section of the Annual Report.
List of other Public Companies in which Directorship held as on 31 st March 2020	<ol style="list-style-type: none"> 1. Alirox Abrasives Limited 2. Arjuna Brokers & Minerals Limited 3. Dalmia Solar Power Limited 4. Keshav Power Limited 5. Dalmia Renewables Energy Limited
Chairmanship/Membership of the Committees of the Board as on 31 st March 2020	NIL