



DALMIA REFRACTORIES LIMITED

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

NOTICE

NOTICE is hereby given that the 46th 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 12th day of September, 2019 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 31st March 2019 and the Report of the Auditors' thereon and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 and the Reports of the Auditors' thereon.
2. To declare final dividend on equity shares for the Financial Year 2018-19.
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.

SPECIAL BUSINESS

4. To appoint Mr. C. Nagaratnam as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. C. Nagaratnam (DIN 00266838), Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with immediate effect for a term of two years."

Place : New Delhi
Dated: 13.08.2019

By Order of the Board
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 11th September, 2019 to 12th September, 2019 (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 10th September, 2019; 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 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 Fintech 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, 2012, remaining unclaimed for a period of 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 5th October, 2019. Members who have not claimed final dividend in respect of financial year ended 31st March, 2012 onwards are requested to approach the Registrar and Share Transfer Agent of the Company for claiming the same as early as possible.
7. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 13,483 equity shares of Rs. 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 23rd October, 2018 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2012 are requested to claim the same by 5th October, 2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.dalmiarefractories.com.

8. 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.

9. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities in physical form has been discontinued w.e.f. 31st March, 2019. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares.
10. Electronic copy of the Annual Report for the financial year 2018-19 and Notice of the 46th 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 2018-19 and the Notice of the 46th 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.
11. All documents referred to in the accompany Notice and the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
12. A route map is attached at the end of this notice.
13. 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 Fintech 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 9th September, 2019 upto 5 p.m. (IST) on 11th September, 2019.
- (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) Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 6th September, 2019. 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. 6th September, 2019, he/ she may write to the Karvy on the email-id: shyam.kumar@karvy.com or to Mr. N Shyamkumar , Contact No. 040-67162222, at [Unit: Dalmia Refractories Limited] Karvy Fintech 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 Mr. 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. 12th September, 2019.
- (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. 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. C. Nagaratnam (DIN: 00266838), be appointed as an Independent Director on the Board of the Company. The appointment of Mr. C. Nagaratnam, as an Independent Director shall be effective upon approval by the members in the Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given a declaration to the Board to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. C. Nagaratnam fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. C. Nagaratnam is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. C. Nagaratnam are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Companies Secretaries of India.

The copy of the draft letter of appointment of Mr. C. Nagaratnam as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. Except Mr. C. Nagaratnam, none of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.



**Annexure to the Notice dated 13th August, 2019
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.

PARTICULARS	MS. LEENA RAWAL	MR. C. NAGARATNAM
Age	38 years	68 years
Qualification	Bachelors in Law from Delhi University and a fellow member of Institute of Company Secretaries of India.	Bachelors in Mechanical Engineering
Experience (Including expertise in specific functional area)/ Brief Resume	Over 15 years of experience in legal, taxation and Secretarial Compliances.	Over 35 years of experience in the field of Industry and Management.
Terms and Conditions of Appointment/ Re-appointment	Re-appointed as a Non-Executive Director liable to retire by rotation.	Appointed as and Independent Director for a term of 2 years.
Date of first appointment at the Board	31/03/2015	27/01/2009
Shareholding in the Company	NIL	40
Relationship between Director and Key Managerial Personnel	NIL	NIL
Number of Meetings of Board attended during the year ended March, 31, 2019	5	5
List of other Public Companies in which Directorship held on March 31, 2019	5	NIL
Chairmanship/Membership of any other Committees as on March 31, 2019	NIL	NIL
Remuneration Last Drawn	Please refer the remuneration section under the Board's Report.	
Remuneration sought to be paid	As per the existing terms and conditions.	



DALMIA REFRACTORIES LIMITED

(CIN: L24297TN1973PLC006372)

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

District: Tiruchirapalli, Tamil Nadu.

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

Phone: +91-11-23457100.

ATTENDANCE SLIP

[To be presented at the entrance]

46th Annual General Meeting on 12th September, 2019 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 MemberSignature.....

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

I / We hereby record my / our presence at the 46th Annual General Meeting of the Company held on Thursday, 12th September, 2019 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

(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.

Name of the member(s) :

Registered address :

E-mail Id :

Folio / DP ID-Client ID No. :

PROXY FORM

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.....or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 46th Annual General Meeting of the Company to be held on Thursday, 12th September, 2019 at 11 a.m. at Dalmiapuram, P.O. Kallakudi- 621651, Dist: 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 st March, 2019, the Reports of the Board of Director's and Auditor's thereon.		
2. Declaration of final dividend on equity shares.		
3. Re-appointment of Ms. Leena Rawal (DIN: 03575675), who retires by rotation, as a Director of the Company.		
Special Business		
4. Appointment of Mr. C. Nagaratnam (DIN: 00266838) as and Independent Director of the Company for a term of 2 years.		
Signed this day of 2019.		

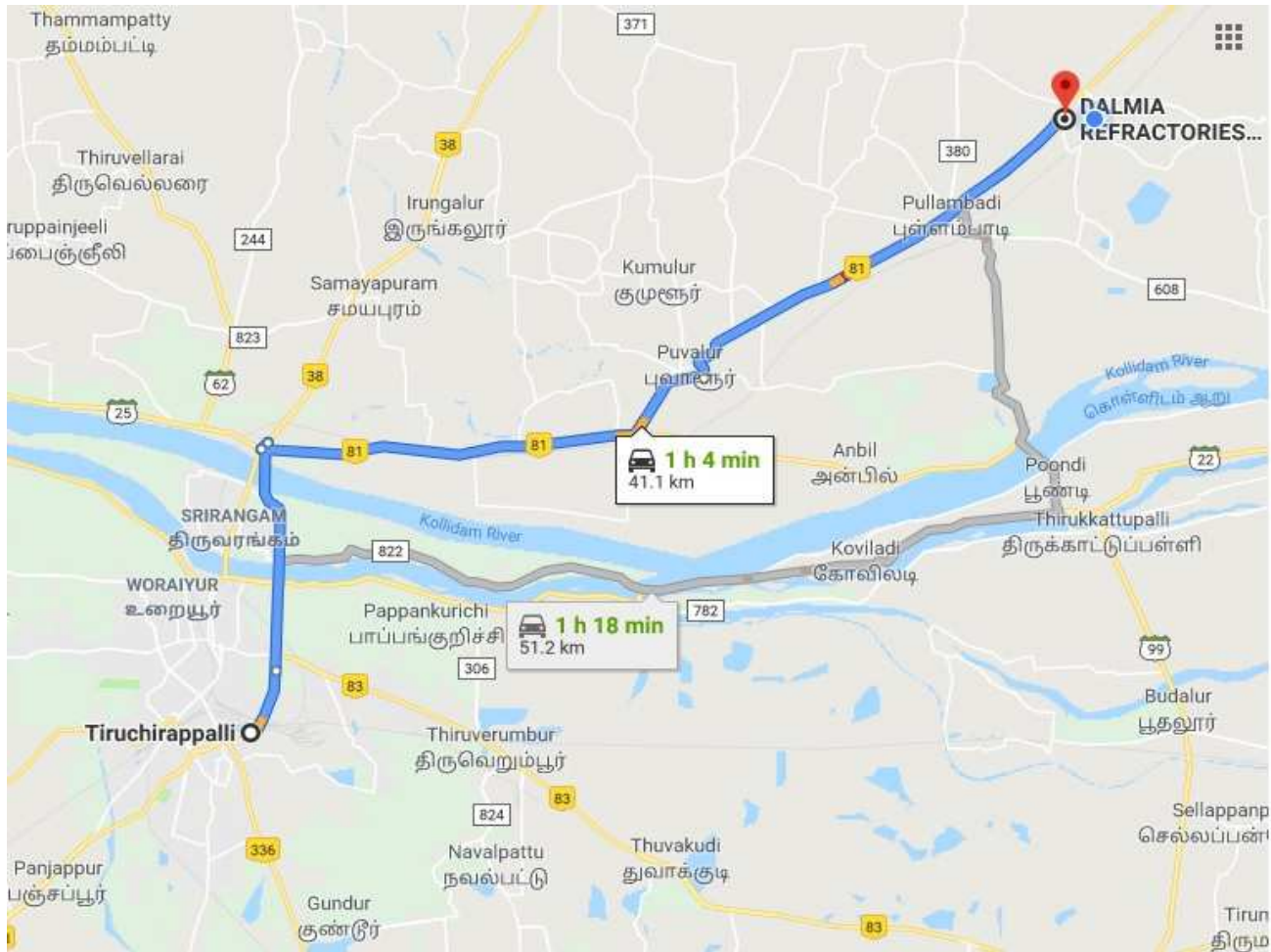
Signature of shareholder(s)

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 and Notes, please refer to the Notice of the 46th Annual General Meeting.
3. Please complete all details including details of member(s) before submission.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE



DALMIA REFRACTORIES LIMITED

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

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

CIN: L24297TN1973PLC006372



Sr.No.

1. Name and Registered Address of the Sole First named Member :

2. Name(s) of the Joint Member(s). If any :

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

4. 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 Sixth Annual General Meeting scheduled to be held on Thursday, September 12, 2019 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 FinTech Private Limited ("KCPL" or "Karvy") as the Authorized Agency to provide remote e-voting facilities.

The remote e-voting particulars are set out below:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

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

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 9th September, 2019	Upto 5 p.m. (IST) on 11th September, 2019

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 6th September, 2019.

Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated 13th August, 2019 of the Forty Sixth Annual General Meeting of the Company scheduled to be held on 12th September, 2019. The notice for the Annual General Meeting is also available on the website of the Company i.e. www.dalmiarefractories.com

New Delhi
13th August, 2019

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. 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, 6th September, 2019.
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. 6th September, 2019 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. 6th September, 2019, may write to the Karvy on the email Id: shyam.kumar@karvy.com or contact to Mr. N Shyamkumar , Contact No. 040-67162222, at [Unit: Dalmia Refractories Limited] KarvyFinTech 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 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. 12th September, 2019.