

THRU SPEED POST/COURIER

DRL/SEC/SE/18-19/19

19th September, 2018

The Head-Listing & Compliance
Metropolitan Stock Exchange of India Limited
Vibgyor Tower, 4th Floor,
Plot No. C 62, G-Block,
Opp. Trident Hotel, Bandra Kurla Complex
Bandra (East), Mumbai-400098

The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001

Re: Proceedings of Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Annual General Meeting of Dalmia Refractories Limited held on 19th September, 2018.

You are kindly requested to take note of the same.

Yours faithfully,
For **Dalmia Refractories Limited**

AKANSHA
JAIN

(AKANSHA JAIN)
COMPANY SECRETARY

Encl: As above

Dalmia Refractories Limited

(Formerly Shri Nataraj Ceramic and Chemical Industries Ltd.)

4, Scindia House, Connaught Place, New Delhi – 110001, India

t 91 11 23457100 f 91 11 23324136 w www.dalmiarefractories.com

e snccil@dalmiarf.com / marketing.rf@dalmiarf.com CIN : L24297TN1973PLC006372

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

A **Dalmia Bharat Group** company. www.dalmiabharat.com

DALMIA REFRACTORIES LIMITED

CIN: L24297TN1973PLC006372

(Registered Office: Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu)

(Website: www.dalmiarefractories.com; Tel: 23457100)

SUMMARY OF PROCEEDINGS OF THE FORTY FIFTH ANNUAL GENERAL MEETING OF THE COMPANY

Held at Dalmiapuram P.O Kallakudi, District Tiruchirapalli, Tamil Nadu-621651 on Wednesday September 19, 2018 at 11:00 A.M

Chairman: Mr. N.Gopalaswamy, Director, Chairman of the Board and Audit Committee and Member of the Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee.

Members Present: 36 Members (comprising of 38 folios) including Authorised Representatives, wherein one shareholder had two folios and one shareholder represented self and authorized representative.

No. of Items of business transacted: Total 9 items comprising 4 items of Ordinary Business and 5 items of Special Business were transacted at the meeting.

E-Voting: The Company had made electronic voting facility available through Karvy Computer Share Pvt Ltd and the e-voting facility was open for members to cast their vote between September 16, 2018 (9:00 a.m) and September 18, 2018 (5:00 p.m). Cut-Off date for determining the name of the members for voting at the Annual General Meeting was September 13, 2018. No Member voted through the remote E-Voting facility.

Proceedings of Meeting: All the items set out in the Notice dated August 13, 2018 convening the Annual General Meeting were duly transacted by members present in the meeting. A poll was ordered by the Chairman of the Meeting. Mr. R. Venkatasubramanian was appointed as the Scrutinizer for the electronic voting process as well as the polling process at the Annual General Meeting. The Chairman declared that the results of the poll would be announced on September 19, 2018 at 4:00 p.m and will be available for perusal of the Members.

Results of the Poll: Mr. R. Venkatasubramanian, Practising Company Secretary, submitted his scrutinizer's Report dated September 19, 2018 to the Chairman of the Meeting, who accepted the Report and declared the following Results:

DALMIA REFRACTORIES LIMITED

CIN: L24297TN1973PLC006372

(Registered Office: Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu)

(Website: www.dalmiarefractories.com; Tel: 23457100)

Item no.	Particulars of resolution	E-voting & poll results				
		Votes in favour		Votes against		Result
		No. of votes polled	% of total votes polled	No. of votes polled	% of total votes polled	
1	Ordinary Resolution to adopt the Standalone Financial Statements for the financial year ended March 31, 2018, together with the Report of the Board of Directors' and Auditors' Thereon and Consolidated Financial Statements for the financial year ended on March 31, 2018 together with the Report of the Auditors thereon.	2043923	100	0	0	Resolution carried out unanimously
2	Ordinary Resolution to declare dividend of Rs. 0.50/- (5%) per equity share of Rs 10/- each.	2043923	100	0	0	Resolution carried out unanimously
3	Ordinary Resolution to appoint a Director in place of Mr. C. Nagaratnam, who retires by rotation and being eligible, offers himself for re-appointment.	2043923	100	0	0	Resolution carried out unanimously
4	Ordinary Resolution to ratify the appointment of M/s Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2018-19 to 2021-22 on such remuneration as may be decided by the Board of Directors besides GST as may be applicable and reimbursement of travel and other out of expenses incurred by them in the conduct of the audit.	2043923	100	0	0	Resolution carried out unanimously
5	Special Resolution to re-appoint Mr. M.K Doogar as an Independent Director of the Company for	2043923	100	0	0	Resolution carried out unanimously

	another term of two years w.e.f. 01.04.2019.					
6	Special Resolution to appoint Mr. Deepak Thombre as an Independent Director of the Company for a term of two years with immediate effect.	2043923	100	0	0	Resolution carried out unanimously
7	Special Resolution to appoint Mr. Sameer Nagpal as a Managing Director of the Company for a term of five years.	2043923	100	0	0	Resolution carried out unanimously
8	Special Resolution to approve the Dalmia Refractories Limited- Employee Stock Option Plan 2018.	2043923	100	0	0	Resolution carried out unanimously
9	Special Resolution to approve the grant of employee stock options equal to or exceeding one percent of the issued capital to the identified employees/directors of the Company.	2043923	100	0	0	Resolution carried out unanimously

Note :

1. The above results have been compiled on the basis of the report submitted by Mr. R. Venkatsubramanian, the Scrutinizer appointed for the AGM.
2. The votes in favour/ against shown above excludes invalid votes.

Place : Dalmiapuram
Date : 19.09.2018

For Dalmia Refractories Limited

**AKANSHA
JAIN**

Digitally signed by AKANSHA JAIN
DN: c=IN, o=Personal, postalCode=110092,
st=Delhi,
2.5.4.20=7587854c151bad8766af580ced3e0d63
d75f0699a403858dad41f0d1f3d,
serialNumber=ac1b5f0680d518a07c35349abec3
ebe8d85a2e35b1fa0996deb1449c55c6a5a9,
cn=AKANSHA JAIN
Date: 2018.09.19 15:28:44 +05'30'

(Akansha Jain)
Company Secretary