

## **DALMIA REFRACTORIES LIMITED**

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

Phone: 011-23457100, E-mail: [sncil@dalmiarf.com](mailto:sncil@dalmiarf.com)

Website: [www.dalmiarefractories.com](http://www.dalmiarefractories.com)

CIN: L24297TN1973PLC006372

### **NOTICE**

Notice is hereby given that the Forty-Eighth Annual General Meeting of the members of the Company will be held on Wednesday, the 22<sup>nd</sup> day of September, 2021 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 March 31, 2021 and the Reports of the Directors' and Auditors' thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Auditors' thereon.
2. To declare the final dividend of Rs. 1/- (10%) per equity share of Rs. 10/- each for the financial year 2020-2021.
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 consider and approve the re-appointment of Mr. C. Nagaratnam (DIN: 00266838) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special 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 upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. C. Nagaratnam (DIN: 00266838), as an Independent Non-Executive Director of the Company, not liable to retire by rotation for another term of one year to hold office from September 12, 2021 to September 11, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To consider and approve the re-appointment of Mr. Deepak Ambadas Thombre (DIN: 02421599) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special 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 upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Deepak Ambadas Thombre (DIN: 02421599), as an Independent Non-Executive Director of the Company, not liable to retire by rotation for another term of two consecutive years to hold office from September 19, 2020 to September 18, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors**

**Akansha Jain**

**Company Secretary**

**Membership No.: A36766**

**Place: New Delhi**  
**Dated: August 11, 2021**

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 13, 2021 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 48<sup>th</sup> Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC), which does not require physical presence of Members at a common venue. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Businesses under Item nos. 4 to 5 as above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/re- appointment at this AGM are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, September 21, 2021 to Wednesday, September 22, 2021 (both days inclusive) for the purpose of this AGM and for determining entitlement of members to final dividend for the financial year ended March 31, 2021, if approved at the AGM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. M/s. KFin Technologies Private Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of up to 1,000 members on a first-come-first-served basis. The members (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, scrutinisers etc., can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in the Notes below.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the 48<sup>th</sup> AGM of the Company. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorisation letter etc. to the Company or upload on the e-voting portal.
8. The Company has appointed Mr. N.C. Khanna, Company Secretary in Practice (Membership No. FCS4268, CP5143), to act as the Scrutiniser to scrutinise the voting during the AGM 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. **Voting:** All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely September 16, 2021 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.
10. In compliance with the aforementioned MCA Circulars and SEBI Circular, the Notice of the 48<sup>th</sup> AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 48<sup>th</sup> AGM and the Annual Report for the FY 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address at: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

11. Members may also note that the Notice of this AGM and the Annual Report for the FY 2020-21 will also be available on the Company's website [www.dalmiarefractories.com](http://www.dalmiarefractories.com) for their download. The same shall also be available on the website of the Stock Exchanges and on the website of RTA at <https://evoting.kfintech.com/>.
12. All documents referred to in the Notice and the Explanatory Statement and the statutory registers maintained under the Companies Act, 2013 that are required to be kept open for inspection, shall be available for inspection electronically during the AGM. Members seeking to inspect such documents can send an email to the Company Secretary.  
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.
13. **Green Initiative:** To support the Green Initiative, Members who have not registered their e-mail ID are requested to register their e-mail ID for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
14. **Share Transfer permitted only in Demat:** As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialisation of the shares held by them in physical form.
15. **Shareholders' Communication:** Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:  
KFin Technologies Pvt. Ltd. Selenium, Tower B Plot No. 31-32, Financial District Nanakramguda, Serilingampally, Rengareddi Hyderabad, Telangana - 500 032, Toll Free No : 1-800-309-4001
16. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
17. Pursuant to Finance Act 2020, dividend income is taxable in the hands of members with effect from April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are also requested to refer to the Communication to the shareholders on the website of the Company in this regard. In this regard, the members are also requested to update their PAN with the Company / KFin Technologies Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
18. 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.
19. 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](http://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.

**GENERAL INSTRUCTIONS FOR E-VOTING**

**I. FOR REMOTE E-VOTING:**

- a) The remote e-voting facility will be available during the following period:  
                     Start date and time                      September 19, 2021 at 9:00 A.M.  
                     End date and time                              September 21, 2021 at 5:00 P.M.
- b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/ blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- c) In case of any query pertaining to e-voting, please refer 'Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at Toll Free No.: 1-800 309 4001 or send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters.

**II. FOR E-VOTING AT AGM:**

- a) Only those members who will be present in the AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- c) Upon the declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- e) The facility of Instapoll will be available during the time from the commencement of e-voting as declared by the Chairman at AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. September 16, 2021, and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

**Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the AGM through VC and for e-voting during the AGM:**

**1. INSTRUCTION FOR REMOTE E-VOTING**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its Members. The facility of casting votes by a Member using a remote e-voting system before the AGM as well as during the AGM will be provided by Company's RTA – M/s KFin Technologies Pvt Ltd.

**(a) Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**OPTION 1 – LOGIN THROUGH DEPOSITORIES**

| NSDL  | CDSL  |
|---|---|
| <p><b>1. Members who have already registered and opted for IDeAS facility to follow below steps:</b></p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>(iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>(iv) Click on the company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> | <p><b>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>; or</li> <li>(ii) URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi.</li> <li>(iii) Login with user id and password.</li> <li>(iv) The option will be made available to reach e-Voting page without any further authentication.</li> <li>(v) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</li> </ul> |

| NSDL   | CDSL  |
|--|---|
| <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>(i) To register, click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(ii) Proceed with completing the required fields.</p> <p><b>3. First-time users can visit the e-Voting website directly and follow the process below:</b></p> <p>(i) Go to URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> | <p><b>2. User not registered for Easi/Easiest:</b></p> <p>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>(ii) Proceed with completing the required fields.</p> <p><b>3. First-time users can visit the e-Voting website directly and follow the process below:</b></p> <p>(i) Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>(vi) Click on the company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

#### **OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43. |

**(b) Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):**

Please access the RTA's e-voting platform at the URL: <https://evoting.kfintech.com/>

Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from RTA which will include details of E-Voting Event Number (EVEN) i.e., 6149, User ID and Password.

Members are requested to use these credentials at the Remote E-Voting Login at the above-mentioned URL.

Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and Password for casting the vote through remote e-voting. If they have forgot the password, then they may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No. 6149 + Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL                                    MYEPWD <SPACE> IN 12345612345678

Example for CDSL                                    MYEPWD <SPACE> 1402345612345678

Example for Physical                                    MYEPWD <SPACE> XXXX1234567890

## **2. INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM:**

- a) Members will be able to attend the AGM through VC portal provided by RTA at <https://emeetings.kfintech.com/> by clicking on the tab 'video conference' and using their remote e-voting login credentials shared through email. The link for AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in clause 2.
- b) Members are encouraged to join the meeting through Laptops with Google Chrome for a better experience.
- c) Further, members will be required to use the camera, if any, and hence it is recommended to use the internet with a good speed to avoid any disturbance/glitch/garbling, etc. during the meeting.
- d) While all efforts would be made to make the VC meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/ video loss due to fluctuation in their respective networks. The use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- e) 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 September 18, 2021 (9:00 AM) upto September 19, 2021 (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.
- f) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from September 18, 2021 at 09.00 a.m. IST up to September 19, 2021 at 05.00 p.m. IST. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., September 16, 2021.

- g) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
- h) Members who need technical or other assistance before or during the AGM can contact RTA by sending email to [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call at Helpline: 1800 309 4001 (toll-free).

## **3. OTHER INSTRUCTIONS FOR MEMBERS**

- a) Any person who becomes a Member of the Company after sending this Notice of AGM but on or before the cut-off date viz. Thursday, September 16, 2021, can access the notice of AGM along with the Annual Report for the FY 2020-21 on the website of the Company <https://www.dalmiarefractories.com>, website of stock exchanges and on the website of RTA at [https:// evoting.kfintech.com/](https://evoting.kfintech.com/).
- b) Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>  
Members are requested to follow the process as guided in the above-mentioned link 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, please write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- c) The Chairperson shall formally propose to the Members participating through VC facility to vote on the resolutions as set out in this Notice and shall also announce the start of the casting of the vote at AGM through the e-voting platform of our RTA - KFin Technologies Pvt. Ltd and thereafter the e-voting at AGM will commence.
- d) 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.
- e) 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).
- f) The Results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.dalmiarefractories.com](http://www.dalmiarefractories.com) and on the website of RTA [https:// evoting.kfintech.com/](https://evoting.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.

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

**Item No. 4**

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company at their 46<sup>th</sup> Annual General Meeting held on September 12, 2019 has appointed Mr. C. Nagaratnam (DIN: 00266838) as an Independent Non Executive Director of the Company, for a term of 2 (two) years to hold the office upto September 11, 2021.

Mr. C. Nagaratnam, aged about 70 years, holds B.E. (Mechanical) degree and has over 38 years of vast experience in Ceramic Engineering, Project Management and General Management.

The Board of Directors upon the recommendation of Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mr. Nagaratnam during his first term and based on his performance evaluation, approved his re-appointment as Independent Director for another term of 1 (one) year effective from September 12, 2021, subject to the approval of Shareholders at this Annual General Meeting of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Nagaratnam is independent of the Management. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Nagaratnam for the office of Director of the Company, not liable to retire by rotation.

The Company has received the necessary declarations from Mr. Nagaratnam to the effect that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmation received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Nagaratnam has confirmed that he has registered himself in the database for Independent Directors.

Accordingly, it is proposed to re-appoint Mr. C. Nagaratnam as Independent Director of the Company, not liable to retire by rotation, to hold office for another term of one year on the Board of the Company from the date of expiry of his initial term.

The copy of the draft letter of appointment of Mr. C. Nagaratnam as Independent Non-Executive Director setting out 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.

Accordingly, the Board recommends the special resolution as set out in item no. 4 in the Notice for the approval by the shareholders of the Company. Except Mr. C. Nagaratnam, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 5**

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company at their 45<sup>th</sup> Annual General Meeting held on September 19, 2018 has appointed Mr. Deepak Thombre (DIN: 02421599) as an Independent Non Executive Director of the Company, for a term of 2 (two) years to hold the office upto September 18, 2020.

Mr. Deepak Thombre, aged about 67 years, Director is an Engineering Graduate and has completed his Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies. He has over 35 years of experience in various managerial capacities in several organizations of repute. He is currently working as a Business Advisor, Mentor & Executive Coach.

The Board of Directors upon the recommendation of Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mr. Deepak Thombre during his first term and based on his performance evaluation, approved his re-appointment as Independent Director for another term of 2 (two) years effective from September 19, 2020, subject to the approval of Shareholders at this Annual General Meeting of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Deepak Thombre is independent of the Management. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Deepak Thombre for the office of Director of the Company, not liable to retire by rotation.

The Company has received the necessary declarations from Mr. Deepak Thombre to the effect that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmation received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Deepak Thombre has confirmed that he has registered himself in the database for Independent Directors.

Accordingly, it is proposed to re-appoint Mr. Deepak Thombre as Independent Director of the Company, not liable to retire by rotation, to hold office for another term of two years on the Board of the Company from the date of expiry of his initial term.

The copy of the draft letter of appointment of Mr. Deepak Thombre as Independent Non-Executive Director setting out 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.

Accordingly, the Board recommends the special resolution as set out in item no. 5 in the Notice for the approval by the shareholders of the Company. Except Mr. Deepak Thombre, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Annexure to the Notice dated August 11, 2021**

**Details of Directors retiring by rotation/seeking appointment/re-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  | MR. C. NAGARATNAM  | MR. DEEPAK AMBADAS THOMBRE   |
|--|--|--|--|
| Director Identification Number (DIN)   | 03575675   | 00266838   | 02421599   |
| Date of Birth & Age  | September 27, 1980, 40 years   | December 4, 1950, 70 Years   | August 3, 1954, 67 Years   |
| Qualification  | Bachelors in Law from Delhi University and a fellow member of Institute of Company Secretaries of India.   | Bachelor in Mechanical Engineering                                   | Engineering Graduate and Masters in Management Studies   |
| Experience (Including expertise in specific functional area)/ Brief Resume             | Over 17 years of experience in legal, taxation, Compliance, Restructuring , Secretarial Matters etc  | Over 38 years of experience in the field of Engineering & Management | Over 35 years of experience in various managerial capacities in several organizations of repute. |
| Date of initial appointment  | 31/03/2015   | 27/01/2009   | 30/10/2008   |
| Shareholding in the Company as on March 31, 2021                                       | NIL  | 40   | Nil  |
| Relationship between Director and Key Managerial Personnel                             | NIL  | NIL  | NIL  |
| Number of Meetings of Board attended during the year ended March 31, 2021              | 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 March 31, 2021         | 1. Alirox Abrasives Limited<br>2. Arjuna Brokers & Minerals Limited<br>3. Dalmia Solar Power Limited<br>4. Keshav Power Limited<br>5. Dalmia Renewables Energy Limited | Nil  | Nil  |
| Number of Chairmanship/ Membership of the Committees of the Board as on March 31, 2021 | Nil  | Four   | Four   |