

**ALIROX ABRASIVES LIMITED**

Regd. Office : 4, Scindia House, New Delhi 110 001

Corporate Office: 7F-7H (7th Floor), Hansalaya Building, 15, Barakhamba Road, New Delhi 110001

Website: [www.alirox.com](http://www.alirox.com); E-mail id: [scml@dalmiadelhi.com](mailto:scml@dalmiadelhi.com)

Phone:-011-45685625, 011-41070069

CIN: L74899DL1944PLC000759

**NOTICE**

**NOTICE** is hereby given that the 80<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Monday, the 30<sup>th</sup> day of September, 2024, at 11.00 a.m. at meeting room at 7F-7H (7<sup>th</sup> Floor), Hansalaya Building, 15, Barakhamba Road, New Delhi 110001 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - A). The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon;
  - B). The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of Auditors thereon.
2. To consider and appoint a Director in place of Dr. Chandra Narain Maheshwari (DIN: 00125680), who retires by rotation and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution to appoint M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s Mathur Gupta & Associates, Chartered Accountants (Firm Reg. No. 003962N):

**"RESOLVED THAT** pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) be and is hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s Mathur Gupta & Associates, Chartered Accountants (Firm Reg. No. 003962N), to hold the office from 10<sup>th</sup> August, 2024 until the conclusion of this Annual General Meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be determined by the Board of Directors."
4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution to appoint M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) as Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive financial years and to authorise the Board of Directors of the Company to fix their remuneration:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) be and are hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of this 80<sup>th</sup> Annual General Meeting until the conclusion of the 85<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually determined by the Board of Directors of the Company and the Auditors."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for appointment of Mr. Rahul Kumar (DIN: 03566046) an independent director:

**"RESOLVED that** pursuant to the provisions of Sections 149, 152 and 161 (1) read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rahul Kumar (DIN: 03566046), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 28<sup>th</sup> June 2024 under the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 28<sup>th</sup> June 2024."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution to invest or make loan or provide guarantee or security in excess of the existing limits:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereof, and in supersession of any earlier resolution passed in this regard, consent of the members of the Company be and is hereby accorded to give loan(s) and/or give any guarantee(s) or provide any security(ies) in connection with loan(s) made to any other body corporate(s) or person and/or to acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) of such amount as may be decided by the Board notwithstanding the fact that the overall investments, loans granted and securities furnished put together with the existing investments, loans granted and securities furnished does not exceed the maximum aggregate limit of Rs. 1000 crores (Rupees One Thousand crores only) at any point of time.

**By Order of the Board of Directors**

Place : New Delhi  
Dated: 14.08.2024

Sonal Popli  
Company Secretary  
M.No. 44167

## 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.
2. **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.**
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is enclosed.
4. The Register of Members of the Company will remain closed from 23<sup>rd</sup> September, 2024 to 29<sup>th</sup> September, 2024 (both days inclusive).
5. All documents referred to in the accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
6. Members are requested to address all correspondences to the Registrar and Transfer Agent (RTA), at KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Email - [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
7. 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 / RTA.
8. 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. Notice calling 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 members in the permitted mode. In line with the MCA Circulars, the AGM notice has been uploaded on the website of the Company at [www.alirox.com](http://www.alirox.com). The Notice can also be accessed from the website of the Stock Exchange, i.e., MSEI at [www.msei.com](http://www.msei.com) and is also available on the website of e-voting agency at <https://evoting.kfintech.com>
10. 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 the 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).
11. The Company has engaged the services of KFin Technologies Limited as the Authorized Agency to provide remote e-voting facilities.
12. The remote e-voting facility will be available from 9 a.m. (IST) on 26<sup>th</sup> September, 2024 upto 5 p.m. (IST) on 29<sup>th</sup> September, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of aforesaid period.
13. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Only those members/shareholders who will be present at the Annual General Meeting and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote at Meeting.
14. The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 23<sup>rd</sup> September, 2024. 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.
15. 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. 23<sup>rd</sup> September, 2024, may write to the KFin Technologies Limited on the email-id: [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) or contact Mr. N Shyam Kumar, Contact No. : 18003094001 at [Unit: Alirox Abrasives Limited] KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, requesting for the User ID and Password.
16. The Board of Directors has appointed Shri N.C. Khanna, a Practicing Company Secretary as a Scrutinizer to scrutinize the 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.
17. The Scrutinizer shall, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and prepare a consolidated scrutiniser's report of total votes cast and submit the same to the Chairman of the Meeting/any person authorized by the Chairman 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.alirox.com](http://www.alirox.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com). The results shall simultaneously be communicated to the Stock Exchanges.
18. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 30<sup>th</sup> September, 2024.
19. **Instructions and other information relating to e-voting are as under:**
  1. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
    - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
    - ii. Enter the login credentials (i.e. **User ID and password** provided with the notice). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.kfintech.com> or contact toll free number 1-800-309-4001 for your existing password.
    - iii. After entering these details appropriately, click on "LOGIN".
    - iv. If you are first time user, 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. "Alirox Abrasives 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 shareholder choose the option "ABSTAIN" or does not indicate either FOR or AGAINST the shares will be treated as "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. to the Scrutinizer at e-mail ID: [nckhanna12@gmail.com](mailto:nckhanna12@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 of individual shareholders having shares in demat mode.

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
<ol style="list-style-type: none"> <li>1. Members who have already registered and opted for IDeAS facility to follow below steps: <ol 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> </ol> </li> <li>2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> <li>i. To register, click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>ii. Proceed with completing the required fields.</li> </ol> </li> <li>3. First-time users can visit the e-Voting website directly and follow the process below: <ol style="list-style-type: none"> <li>i. Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Members who have already registered and opted for Easi / Easiest to follow below steps: <ol 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> </ol> </li> <li>2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>ii. Proceed with completing the required fields.</li> </ol> </li> <li>3. First-time users can visit the e-Voting website directly and follow the process below: <ol style="list-style-type: none"> <li>i. Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on the icon “E-Voting”</li> <li>iii. Provide demat Account Number and PAN No.</li> <li>iv. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>v. After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</li> <li>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.</li> </ol> </li> </ol>

#### 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.

3. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFin Technologies Limited website <https://evoting.kfintech.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 Monday, 23<sup>rd</sup> September, 2024.
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 cut off date i.e. Monday, 23<sup>rd</sup> September, 2024 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. 23<sup>rd</sup> September, 2024, may write to the KFin Technologies Limited on the email Id: : [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) or to Mr. N Shyam Kumar, Contact No. 18003094001, at [Unit: Alirox Abrasives Limited] ] KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receiving the credentials, please follow the instructions as given above, to cast their vote.
8. The Board of Directors has appointed Mr. N. C Khanna, a Practicing Company Secretary (Memb. No. 4268), having office at 21 C/ GH-10, Paschim Vihar, New Delhi-110087 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, 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.alirox.com](http://www.alirox.com) and on the website <https://evoting.kfintech.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. 30<sup>th</sup> September, 2024.

## **EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.3 & 4**

M/s Mathur Gupta & Associates, Chartered Accountants (Firm Reg. No. 003962N) were appointed as the Statutory Auditors of the Company for a term of five years at 78th Annual General Meeting of the Company to hold office upto the conclusion of 83rd Annual General Meeting of the Company. However, M/s Mathur Gupta & Associates vide their letter dated August 09, 2024 have resigned as the Statutory Auditor of the Company.

This resulted into a casual vacancy in the office of Statutory Auditors of the Company and the Board upon recommendation of the Audit Committee in its meetings held on August 10, 2024 appointed M/s Kothari & Company, Chartered Accountants, (Firm Registration No. 301178E), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mathur Gupta & Associates. In terms of the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Further, M/s Kothari & Company, Chartered Accountants, (Firm Registration No. 301178E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Accordingly, the Board of Directors of the Company recommend the appointment of M/s Kothari & Company, Chartered Accountants, (Firm Registration No. 301178E), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mathur Gupta & Associates. M/s Kothari & Company shall hold office of the Statutory Auditors of the Company from the conclusion of this 80th Annual General Meeting until the conclusion of the 85th ensuing Annual General Meeting.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 3 & 4 of the notice as ordinary resolutions.

A copy of the consent letter received from M/s Kothari & Company, Chartered Accountants, to act as Statutory Auditor of the Company is available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 & 4 of the Notice except to the extent of their shareholding in the Company, if any.

### **ITEM NO. 5**

In terms of the provisions Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 28<sup>th</sup> June, 2024 appointed Mr. Rahul Kumar (DIN: 03566046) as an Additional Director in the capacity of an Independent Director for a term of five years w.e.f 28<sup>th</sup> June 2024 subject to the approval of shareholders of the Company.

Mr. Rahul Kumar holds a Bachelors of Commerce Degree from VBS Purvanchal University, Uttar Pradesh, and a Bachelors of Law Degree from Delhi University. He is also a Member of Institute of Company Secretaries of India. He is having robust educational background and experience of 17 years in Compliance, Secretarial, and Legal management. Currently he is serving as the Company Secretary and Compliance Officer at Paras Health Group and plays a pivotal role in ensuring the smooth operation of the organization's Secretarial, Compliance, and Legal functions.

Mr. Rahul Kumar (DIN: 03566046) at the date of his appointment does not hold directorship in any other public Companies and does not hold any other Chairmanship or Membership of any Committee of other Boards. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any Director of the Company.

In the opinion of the Board Mr. Rahul Kumar (DIN: 03566046) fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management. The Company has received his disclosure in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of members for the appointment of Mr. Rahul Kumar (DIN: 03566046) aged 40 years as an Independent Director of the Company for a term of 5 (five) years effective from June 28, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof by way of a Special Resolution and he shall not be liable to retire by rotation.

A copy of the letter for appointment setting out terms and conditions of the appointment and the aforesaid declarations are available for inspection without any fee by the members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Rahul Kumar (DIN: 03566046), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

### **ITEM NO. 6**

#### **TO ENHANCE THE LIMIT UNDER SECTION 186 OF COMPANIES ACT, 2013:**

As per the provisions of Section 186 of Companies Act, 2013, investments in securities of other bodies corporate, loans made and guarantee(s)/security(ies) given, or provided by the Company to any person or other bodies corporate in excess of the limit prescribed under the said section requires approval of the Members by way of Special Resolution.

Since there may be a need to further invest or make loan or provide guarantee or security in excess of the existing limits, approval of the members is sought for enhancement of the limits to an overall limit not exceeding Rs.1000 crores (Rupees One Thousand crores only) at any point of time.

Accordingly, in terms of the aforesaid provisions of the Companies Act, 2013, the Board recommends the Special Resolution as set out in item No. 6 of the notice for the approval of the members.

A copy of said resolution is available for inspection without any fee by the members at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 6 of the Notice except to the extent of their shareholding in the Company, if any.

## ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF ALIROX ABRASIVES LIMITED



### **ALIROX ABRASIVES LIMITED**

(CIN: L74899DL1944PLC000759)

Regd. Office: 4, Scindia House, New Delhi-110001.

Corporate Office: 7F-7H, (7th Floor), Hansalaya Building,  
15, Barakhamba Road New Delhi 110001

E-mail: [scml@dalmiadelhi.com](mailto:scml@dalmiadelhi.com)

Phone: 011-45685625, 011-41070069

### **ATTENDANCE SLIP**

[To be presented at the entrance]

80<sup>th</sup> Annual General Meeting on 30<sup>th</sup> September, 2024 at 11.00 A.M.  
at 7F-7H, (7th Floor), Hansalaya Building,  
15, Barakhamba Road New Delhi 110001.

Folio No.....DP ID No. .... Client ID .....

Name of the Member .....Signature.....

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

I / We hereby record my / our presence at the 80<sup>th</sup> Annual General Meeting of the Company held on Monday, 30<sup>th</sup> September, 2024 at 11:00 A.M. at Meeting Room at 7F-7H, (7th Floor), Hansalaya Building, 15, Barakhamba Road New Delhi 110001.

Only Member / Proxy holder can attend the Meeting.

Member / Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.





**ALIROX ABRASIVES LIMITED**

(CIN: L74899DL1944PLC000759)

Regd. Office: 4, Scindia House, New Delhi-110001.

Corporate Office: 7F-7H, (7<sup>th</sup> Floor), Hansalaya Building,  
15, Barakhamba Road New Delhi 110001

E-mail: scml@dalmiadelhi.com

Phone: 011-45685625, 011-41070069

**Proxy Form**

Name of the member(s):

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We .....being the member(s) of Alirox

Abrasives 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.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 80<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2024 at 11.00 A.M at 7F-7H, (7<sup>th</sup> Floor), Hansalaya Building, 15, Barakhamba Road New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolutions Description	VOTE (Favour/Against)
<b>Ordinary Business:</b>	
1. Ordinary Resolution to adopt Audited Standalone Financial Statements for the Financial year ended March 31, 2024 together with Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements for the Financial year ended on March 31, 2024 together with the Report of the Auditors thereon.	
2. Ordinary Resolution to consider and appoint a Director in place of Dr. Chandra Narain Maheshwari (DIN: 00125680), who retires by rotation and being eligible, offers himself for re-appointment.	
<b>Special Business:</b>	
3. Ordinary Resolution to appoint M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) as Statutory Auditor of the Company appointed with effect from 10th August, 2024 to fill the casual vacancy.	
4. Ordinary Resolution to appoint M/s Kothari & Company, Chartered Accountants (Firm Reg. No. 301178E) as Statutory Auditor of the Company for a term of five years from conclusion of this AGM till the conclusion of 85 <sup>th</sup> AGM and to fix their remuneration.	
5. Special Resolution to appoint Mr. Rahul Kumar (DIN: 03566046) as an Independent Director of the Company.	
6. Special Resolution as per provisions of Section 186, to invest or make loan or provide guarantee or security not exceeding the overall limit of Rs. 1000 crores (Rupees One Thousand crores only).	

Affix Revenue  
stamp not less  
than Re1

Signed this ..... day

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 80<sup>th</sup> Annual General Meeting.
3. Please state in the Column whether 'in favour' or 'against'
4. Please complete all details including details of member(s) before submission.

