

ALIROX ABRASIVES LIMITED

Regd. Office : 4, Scindia House, Connaught Place, New Delhi 110 001
Phone: 011-23457100, E-Mail: snccil@dalmiarf.com, Website: www.alirox.com
CIN: L74899DL1944PLC000759

NOTICE

NOTICE is hereby given that the 72nd Annual General Meeting of the Shareholders of the Company will be held on Friday, the 30th day of September, 2016, at 10.30 a.m. at 4, Scindia House, New Delhi-110 001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Jai Hari Dalmia who retires by rotation and being eligible offers himself for re- appointment.
3. To ratify the appointment of M/s. D.P. Kapoor & Co., Chartered Accountants, New Delhi, as Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that the shareholders do hereby ratify the appointment made by them in the Annual General Meeting held on 30th September 2014 of M/s. D.P. Kapoor & Co., Chartered Accountants (Firm Registration No.002251N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on payment of remuneration as may be decided by the Board of Directors."

By Order of the Board of Directors

Place: New Delhi
Dated: 10.08.2016

Arushi Gupta
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 to 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 29th September, 2016 to 30th September, 2016 (both days inclusive).
3. 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.
4. 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.
5. Members are requested to address all correspondences to the Registrar and Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032. Email-einward.ris@karvy.com
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours on all working days except Saturdays, upto the date of the Meeting.
8. Electronic copy of the Annual Report for the financial year 2015-16 and Notice of 72nd 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 the Annual Report for the financial year 2015-16 and the Notice of 72nd Annual General Meeting of the Company indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company/Karvy.
10. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice.
11. 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.alirox.com.
 - (iii) The Company has engaged the services of Karvy Computershare 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 27th September, 2016 upto 5 p.m. (IST) on 29th September, 2016 .

- (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.
- (vii) 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.
- (viii) The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 24th September, 2016. 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.
- (ix) 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. 24th September, 2016, may write to the Karvy on the email-id: evoting@karvy.com or to Ms C Shobha Anand, Contact No. 040-6716222, at [Unit: Alirox Abrasives Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, requesting for the User ID and Password.
- (x) The Board of Directors has appointed Shri N.C. Khanna, 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.
- (xi) 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.alirox.com and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (xii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2016.
- (xiii) In case of any query, pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting
with respect to item no. 2 of the Notice
[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

Shri Jai Hari Dalmia, Non-Executive Director of the Company holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He has more than 4 decades of experience cutting across various industries which includes wide knowledge and experience of refractory, sugar and cement businesses.

He is a Director and Committee member in the following Public Limited Companies:

Sl. No.	Directorship in Other Companies	Membership in other Committees
1.	Mayuka Investment Limited	Nil
2.	Sita Investment Company Limited	Nil
3.	Dalmia Sugar Ventures Limited	Nil
4.	Dalmia Bharat (Cement) Limited	Nil
5.	Dalmia Bharat Limited	Nil
6.	Dalmia Bharat Sugar and Industries Limited	Nil

As per provisions of section 152(6) of the Companies Act, 2013, Shri Jai Hari Dalmia being the director longest in office is liable to retire by rotation at the ensuing Annual General Meeting.

The Company has received requisite intimation from him in terms of section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as a Director of the Company. The aforesaid declarations are available for inspection of members.

Except Shri Jai Hari Dalmia, the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 2.

ALIROX ABRASIVES LIMITED

(CIN: L74899DL1944PLC000759)

Regd. Office: 4, Scindia House,

Connaught Place, New Delhi-110 001.

E-mail: sncil@dalmiarf.com.

Phone: +91-11-23457100/23457102; Fax: +91-11-23324136

ATTENDANCE SLIP

[To be presented at the entrance]

72nd Annual General Meeting on Friday, September 30, 2016 at 10.30 a.m.

4, Scindia House, Connaught Place, New Delhi-110 001.

Folio No. DP ID No. Client ID

Name of the Member Signature

Name of Proxy Holder Signature

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.

ALIROX ABRASIVES LIMITED

Proxy Form

(CIN: L74899DL1944PLC000759)
Regd. Office: 4, Scindia House,
Connaught Place, New Delhi-110 001.
E-mail: snccil@dalmiarf.com.
Phone: +91-11-23457100/23457102; Fax: +91-11-23324136

Name of the member(s):

Registered address:

E-mail Id:

Folio / DPID-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 72nd Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 10.30 a.m. at 4, Scindia House, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	FOR	AGAINST
Ordinary Business		
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with Reports of the Directors and Auditors thereon.		
2. Re-appointment of Shri Jai Hari Dalmia who retires by rotation as a Director of the Company.		
3. Ratification of appointment of M/s. D.P. Kapoor & Co., Chartered Accountants, as Statutory Auditors.		

Signed this day of 2016.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix.
Revenue Stamp
not less than
Re.1

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, Explanatory Statement and Notes, please refer to the Notice of the 72nd Annual General Meeting.
3. Please complete all details including details of member(s) before submission.