



ALIROX ABRASIVES LTD.

REGISTERED OFFICE : 4, SCINDIA HOUSE, NEW DELHI-110 001
PHONE : 23457100 FAX : 91-11-23324136 E-mail : snccil@dalmiarf.com
CIN : L74899DL1944PLC000759

~~THRU SPEED POST/COURIER~~

AAL/SEC/SE/18-19/14

4th 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

Dear Sir,

Re: Notice of the Annual General Meeting and Book Closure

This is to bring to your notice that the 74th Annual General Meeting of the Shareholders of the Company will be held on Friday, 28th of September, 2018 at its Registered Office -4, Scindia House, Connaught Place, New Delhi-110001.

The Register of Members and Share Transfer Books will remain closed from 22nd September, 2018 to 28th September, 2018 (both days are inclusive).

The Company is providing to its members facility to exercise their right to vote in said meeting by electronic means and the e-voting facility will be available from 9:00 a.m. on 25th September, 2018 upto 5:00 p.m. on 27th September, 2018. The facility for voting through polling paper will 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. It is also brought to your kind notice that the cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 21st September, 2018.

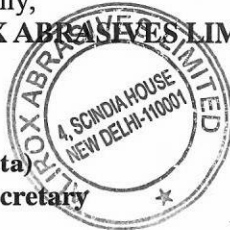
A copy of the Notice of 74th Annual General Meeting is enclosed herewith for your record.

Kindly take note of the same.

Thanking you.

Yours faithfully,
For **ALIROX ABRASIVES LIMITED**

Arushi
(Arushi Gupta)
Company Secretary



ALIROX ABRASIVES LIMITED

Regd. Office : 4, Scindia House, 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 74th Annual General Meeting of the Shareholders of the Company will be held on Friday, the 28th day of September, 2018, 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 a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2018, and the Reports of the Directors' and Auditors' thereon and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Auditors' thereon
2. To appoint a Director in place of Shri Jai Hari Dalmia (DIN: 00009717) 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 a Special Resolution for re-appointment of independent director:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Laxmi Niwas Goyal (DIN: 00019772), who was appointed as an Independent Director and holds office as an Independent Director upto March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years i.e. 1st April, 2019 to 31st March, 2024"

By Order of the Board of Directors

Place : New Delhi

Dated: 13.08.2018

Arushi Gupta
Company Secretary
M.No. 42719

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, in his/ her stead. A proxy need not be a member of the Company. The Proxy Form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is enclosed.
4. 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 (10.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company
5. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by the MCA, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors M/s Mathur Gupta & Associates, who were appointed in the AGM held on 29th September, 2017.
6. 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 - 500032. Email - einward.ris@karvy.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 / Karvy.

Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Reports, Notices, etc. from the Company electronically.

8. Electronic copy of the Annual Report for the financial year 2017-18 and Notice of the 74th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for the financial year 2017-18 and the Notice of the 74th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
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 electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
10. 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 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).
 - 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 25th September, 2018 upto 5 p.m. (IST) on 27th September, 2018.
 - 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 21st September, 2018. 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. 21st September, 2018, may write to the Karvy on the email-id: sridhar.balamurli@karvy.com or contact to Mr. Sridhar Balamurli, Contact No. : 040-67162222 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 Exchanges.
 - 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. 28th September, 2018.
 - 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>

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

ITEM NO. 2

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 holds 15,050 Shares in the Company and is a Director and Committee member in the following Public Limited Companies:

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

The aforesaid declarations are available for inspection of members. This statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

ITEM NO. 3

Shri Laxmi Niwas Goyal (DIN: 00019772) aged 77 years, was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto March 31, 2019.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term on the Board of a Company.

Sh Laxmi Niwas Goyal is having experience of more than 4 decades of experience in Indian Companies, firms etc. and have good knowledge of business. He is not related to any Director of the Company. He holds directorship in four public Companies as on 31st March, 2018, and does not holds any other Chairmanship or Membership of any Committee as on 31st March, 2018. Sh. Laxmi Niwas Goyal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He has attended five meetings of the Board held during the financial year 2017-18.

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

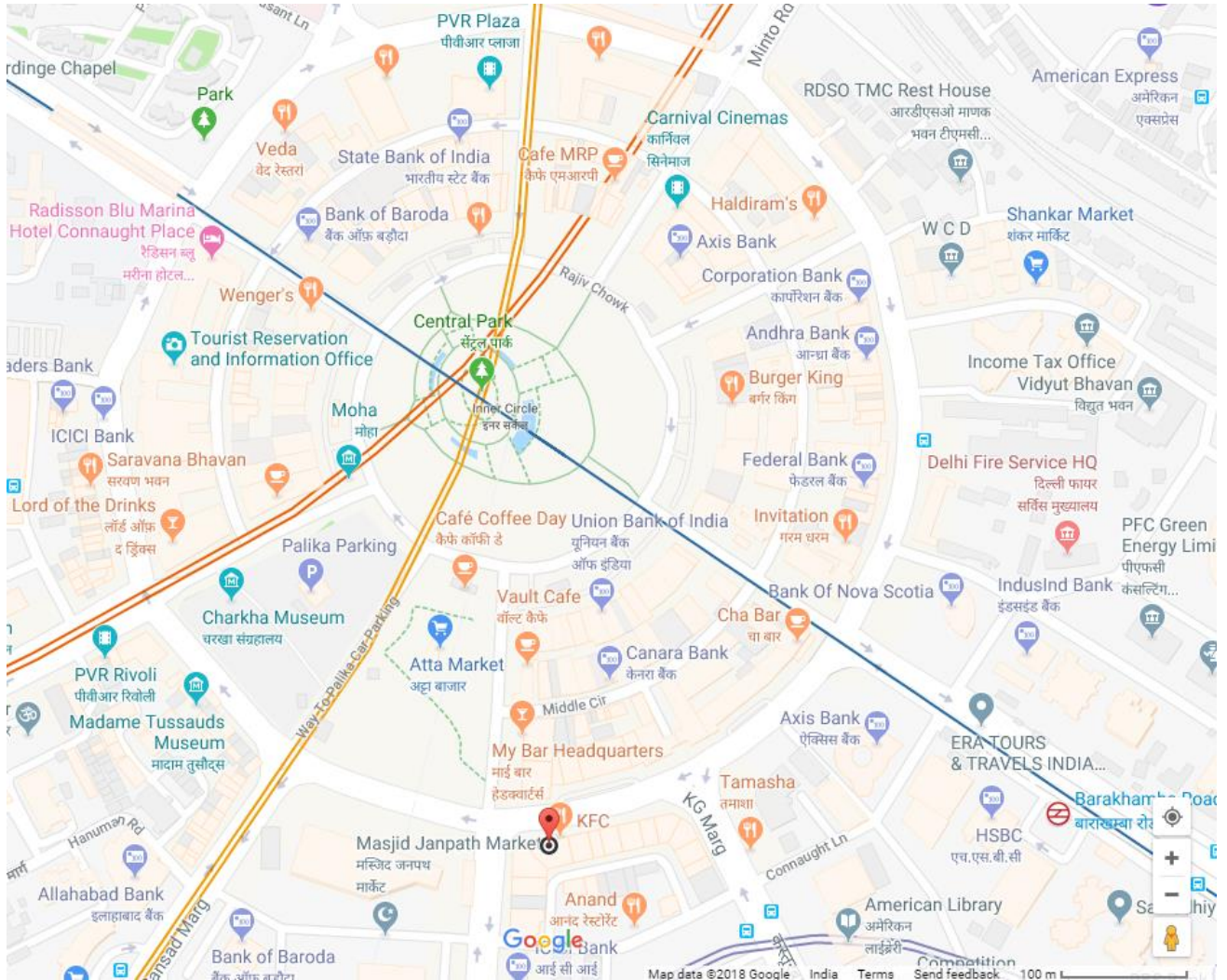
The Board based on the recommendation of the Nomination and Remuneration Committee considers that, Sh. Laxmi Niwas Goyal continued association would be of benefit to the Company and it is desirable to continue to avail services of Sh. Laxmi Niwas Goyal as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

Copy of the draft letter for appointment of Sh. Laxmi Niwas Goyal as an Independent Director setting out terms and conditions is 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.

Accordingly, the Board recommends Special Resolution in relation to re-appointment of Sh. Laxmi Niwas Goyal as an Independent Director for the approval by the shareholders of the Company.

Except Sh. Laxmi Niwas Goyal, 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. 3 of the accompanying Notice of the AGM.

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-110 001.
E-mail: snccil@dalmiarf.com.
Phone: +91-11-23457100/23457102; Fax: +91-11-23324136

ATTENDANCE SLIP

[To be presented at the entrance]

74th Annual General Meeting on 28th September, 2018 at 10.30 A.M.
at 4, Scindia House, New Delhi-110001.

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

Name of the MemberSignature.....

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

I / We hereby record my / our presence at the 74th Annual General Meeting of the Company held on Friday,28th September, 2018 at 10.30 A.M. at 4, Scindia House, New Delhi-110001.

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder 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, New Delhi-110001.
 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 / 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) NameAddress.....

E-mail Id.....Signature.....or failing him.

(2) NameAddress.....

E-mail Id.....Signature.....or failing him.

(3) NameAddress.....

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 74th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 10:30 a.m. at 4, Scindia House, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	FOR	AGAINST
Ordinary Business		
1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with Reports of the Directors and Auditors thereon.		
2. Re-appointment of Sh.J.H.Dalmia who retires by rotation as a Director of the Company.		
3.Re-appointment of Sh.L.N.Goyal as an Independent Director for a Second term of 5 year		

Signed this day of 2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix.
 Revenue Stamp
 not less than
 Re.1

Notes:

- 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.
- For the Resolutions and Notes, please refer to the Notice of the 74th Annual General Meeting.
- If you vote "FOR" the resolution put ✓ mark under "FOR" column and If you vote "AGAINST" the resolution put ✓ mark under "AGAINST" column.
- Please complete all details including details of member(s) before submission.

ALIROX ABRASIVES LIMITED

Registered Office: 4, Scindia House, New Delhi-110 001
Website: www.alirox.com; E-mail id: snccl@dalmiarf.com
CIN: L74899DL1944PLC000759

Name and Registered Address of the Sole First named Member :

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

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

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Alirox Abrasives Limited ("AAL" or "the Company") is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Seventy Fourth Annual General Meeting scheduled to be held on Friday, 28th September, 2018 at 10.30 a.m. by electronic means (remote e-voting). The members may cast their votes using an electronic voting system from a place other than the venue of the meeting.

The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorized Agency to provide remote e-voting facilities.

The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN

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

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 25 th September, 2018	Upto 5 p.m. (IST) on 27 th September, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The facility for voting through polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 21st September, 2018. Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated 13th August, 2018 of the Seventy Fourth Annual General Meeting of the Company scheduled to be held on 28th September, 2018. The notice of the Annual General Meeting is also available on the website of the Company i.e. www.alirox.com

New Delhi
13th August, 2018

Yours faithfully,
For Alirox Abrasives Limited
Sd/-
Arushi Gupta
Company Secretary

Instructions and other information relating to e-voting are as under:

1. For members whose e-mail IDs are registered with the Company/Depository Participant(s) and who receive the Notice electronically with user id and password:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: 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 a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].**
 - (i) **User ID and initial password** as provided overleaf.
 - (ii) **Please follow all steps from Sr.No.(i) to (xii) as mentioned in (1) above, to cast your vote.**
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Friday, 21st September, 2018.
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date i.e. Friday, 21st September, 2018 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. 21st September, 2018, may write to the Karvy on the email Id: : sridhar.baramurli@karvy.com or to Mr. Sridhar Baramurli, Contact No. 040-67162222, at [Unit: Alirox Abrasives Limited] Karvy Computershare Private Limited, Karvy 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 all the steps from Sr. No.(i) to (xii) as mentioned in (1) above, to cast the vote.
8. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 28th September, 2018.