

ALIROX ABRASIVES LIMITED

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

Phone: 011-23457100, E-mail:snccl@dalmiarf.com, Website: www.alirox.com

CIN: L74899DL1944PLC000759

NOTICE

NOTICE is hereby given that the 73rd Annual General Meeting of the Shareholders of the Company will be held on Friday, the 29th day of September, 2017, 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 2017, 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 2017 and the Reports of the Auditors' thereon
2. To appoint a Director in place of Smt. Leena Rawal (DIN: 03575675) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider appointment of M/s. Mathur Gupta & Associates, Chartered Accountants, as Statutory Auditors of the Company in place of the retiring auditor and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with the applicable Rules, M/s Mathur Gupta & Associates., Chartered Accountants, (Firm Regn. No. 003962N), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of next sixth Annual General Meeting, subject to the ratification of their appointment by members at every Annual General Meeting, on payment of such remuneration as may be fixed by the Board of Directors of the company on the recommendation of the Audit Committee of the Company, besides taxes, as applicable and reimbursement of travel and other out-of-pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Smt. Leena Rawal (DIN 03575675) as a Whole-time Director designated as Chief Executive Officer of the Company whose period of office is liable to retire by rotation, for a period of three years with effect from 1st September,2017 on such terms, conditions and remuneration as specified in the Explanatory Statement and agreement between the Company and Smt. Leena Rawal.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Smt. Leena Rawal, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Whole-time Director and such higher amount shall be deemed to be the minimum remuneration payable to her.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to alter/ vary remuneration and modify terms and conditions of re-appointment or any other terms of agreement so however that the total remuneration payable to her shall not at any time exceed the limit prescribed under the provisions of Companies Act, 2013 or any further amendment thereto and acceptable to Smt. Leena Rawal.”

By Order of the Board of Directors

Place : New Delhi

Dated: 29.08.2017

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 28th September, 2017 to 29th September, 2017 (both days inclusive).
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is enclosed.
4. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice. Requisite declarations have been received from the Directors for their appointment / re-appointment.
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 - 500032. Email - einward.ris@karvy.com
6. 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.

7. Electronic copy of the Annual Report for the financial year 2016-17 and Notice of the 73rd 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 2016-17 and the Notice of the 73rd 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.
8. 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.

9. 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 26th September , 2017 upto 5 p.m. (IST) on 28th September, 2017.
 - 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 23rd September, 2017. 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. 23rdSeptember, 2017, 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. 29th September, 2017.
 - 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. 3

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The retiring Auditor, M/s D.P.Kapoor & Co. Chartered Accountants have completed their two terms and also the cooling period provided under the provisions of said section read with the rules thereof.

In view of above the Board of Directors on recommendation of Audit Committee have proposed the appointment of M/s. Mathur Gupta & Associates, Chartered Accountants, as the Statutory Auditor of the Company in place of retiring Auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next sixth Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 3 of this Notice is accordingly recommended for the approval of the shareholders.

ITEM NO. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 29th August, 2017 have re-appointed Smt. Leena Rawal, as Whole-time Director designated as Chief Executive officer of the Company subject to the approval of Shareholders for a period of three years w.e.f. 1st September, 2017.

Smt. Leena Rawal is a Law Graduate from the University of Delhi and is a fellow member of Institute of Company Secretaries of India having experience of over eleven years in the field of Secretarial, Legal, Accounts and Taxation. She does not hold any securities of the Company and is not related to any Director or Promoter or any other Key Managerial Personnel in the Company.

She holds directorship in two public Companies as on 31st March, 2017, but does not hold any chairmanship or Membership of any Committee as on 31st March, 2017.

In terms of section 160 of Companies Act, 2013, Notice has been received from a member signifying his intention to propose the appointment of Smt. Leena Rawal as whole time director of the Company alongwith a deposit of Rs. 1,00,000/-. The Company has received requisite intimation from her in terms of section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being re-appointed as a Whole-time Director of the Company in Form DIR - 8.

The terms of appointment and remuneration approved by the Board are given below:

I. Salary

Basic Salary: Rs.33,000/- per month.

II. Annual Increments:

The annual increments to the salary shall fall due on 1st of April of each year and shall be such amount as may be fixed by the Nomination and Remuneration Committee of the Board of Directors subject to a maximum of 20% of the salary and perquisites.

III. Perquisites:

Perquisites such as Personal Allowance, Leave Travel Allowance, Conveyance Allowance, Encashment of Leave, Hospitalization Insurance, Attire Allowance, Child Education Allowance etc., will be as per Company's Rules.

HRA:

House Rent Allowance to the extent of 50% of the basic salary per month subject to deduction of tax

Medical Reimbursement:

Rs.15,000/- per annum

Gratuity:

Company's contribution to Gratuity in accordance with the Rules of the Company. This will not be included in the computation of the ceiling on salary.

IV. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Smt. Leena Rawal, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Whole-time Director and such higher amount shall be deemed to be the minimum remuneration payable to her.

V. Other Terms and Conditions:

- (a) The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- (b) The headquarters of the Whole-time Director shall be at New Delhi or at such other place as may be required, from time to time, and the Whole-time Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (c) The agreements may notwithstanding the period of three years, be terminated by either party by giving to the other three months' notice in writing."
- (d) The whole-time Director shall be entitled to sick/casual/general leave on full pay and allowances as per Rules of the Company. Accumulated leave not availed by the Whole-time Director will be permitted to be encashed as per Rules of the Company.
- (e) The Whole-time Director shall be allowed reimbursement of actual expenses incurred by her in connection with the Company's business and/or other benefits/amenities and privileges as per the Rules of the Company.

A statement containing the general information in compliance with the requirements of Schedule V of the Act is, therefore, given hereunder.

GENERAL INFORMATION

- (i) Nature of Industry: The Company is engaged in the business of rendering Consultancy and Advisory Services.
- (ii) Date or expected date of Commencement of Commercial Production. Its main income is from Service Charges.
- (iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus. Not Applicable.
- (iv) Financial Performance based on given indicators:

(Rs. In lakhs)

Particulars	2014-15	2015-16	2016-17
Gross Revenue	34.24	34.16	31.56
Profit/Loss before tax	3.31	0.77	0.97
Profit/Loss after tax	3.28	0.75	0.77

- (v) Foreign Investment or collaborators, if any:

Not Applicable.

II. INFORMATION ABOUT THE APPOINTEE:

- (a) Background Details

Smt. Leena Rawal is a law graduate from the University of Delhi and the fellow member of Institute of Company Secretaries of India. She has over eleven years of experience in the field of Secretarial, Legal, Accounts & Taxation.

- (b) Past Remuneration

Consolidated Salary, Perquisites etc. of Rs.12.10 p.a. (Twelve lakhs Ten Thousand only) besides encashment of leave and free mobile telephone facility, for the year ended 31.03.2017.

- (c) Recognition or Awards

None.

- (d) Job Profile and Suitability

The Whole-time Director & Chief Executive Officer shall carry out such duties as may be entrusted to her by the Board from time to time.

The Board is of the view that Smt. Leena Rawal is adequately qualified and experienced to be a Whole-time Director and Chief Executive Officer of the Company.

- (e) Remuneration Proposed

The proposed remuneration has been detailed above for approval of the members and has been approved by the Nomination and Remuneration Committee in terms of Schedule V of the Companies Act at its meeting held on 29.08.2017.

The aforesaid proposed remuneration shall be paid as Minimum Remuneration in case of loss or inadequacy of profits in relevant years during her tenure.

- (f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriated the relevant details would be w.r.t. the country of his origin.

Based upon Smt. Leena Rawal's educational background and experience, the Board considered her proposed remuneration to be in line with present compensation practice in Market/Industry. Smt. Leena Rawal is an Indian National.

- (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

None, except pecuniary relationship as stated above.

III. OTHER INFORMATION

- (a) Reasons of loss or inadequate profits

The source of income comprises the fees from rendering of services, which is dependent on client needs, while the expenditure on retaining staff and infrastructure for providing such services continues to increase.

- (b) Steps taken or proposed to be taken for improvement

The Company is exploring for appropriate profitable business opportunity.

- (c) Expected increase in productivity and profit in measurable terms

Minimal increase in profitability of the Company is expected with measures of cost cutting proposed to be undertaken.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the passing of the ordinary resolution set out under item No. 4 of the Notice of Annual General Meeting.

None of the Directors, except Smt. Leena Rawal, being the Whole Time Director & Chief Executive Officer, is concerned or interested in this resolution.

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]

73rd Annual General Meeting on 29th September, 2017 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 73rd Annual General Meeting of the Company held on Friday, 29th September, 2017 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 73rd Annual General Meeting of the Company to be held on Friday, 29th September, 2017 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, 2017 together with Reports of the Directors and Auditors thereon.		
2. Re-appointment of Smt. Leena Rawal who retires by rotation as a Director of the Company.		
3. Appointment of M/s. Mathur Gupta & Associates, Chartered Accountants, as Statutory Auditors and to fix their remuneration.		
4. Re-appointment of Smt. Leena Rawal as a Whole Time Director		

Signed this day of 2017.

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 73rd 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.

