

**IFGL Refractories Limited**

(Formerly IFGL Exports Limited)

Corporate Identity Number (CIN) : U51909OR2007PLC027954

Registered Office : Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha, India

Tel : +91 661 2660195/583/584, Fax : +91 661 2660173, E-mail : investorcomplaints@ifgl.in, Website : www.ifglref.com

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/SEQUENCE NUMBER

ATTENDANCE SLIP

I/We hereby record my/our presence at the 10th Annual General Meeting (AGM) of IFGL Refractories Limited (formerly IFGL Exports Limited) being held at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha, India on Saturday, 23rd December 2017 at 11 AM.

Folio No/DP ID & Client ID :**Share Holding :****Serial No :****Name :****Name(s) of Joint Holder(s), if any :****Address :**

Proxy's Name in Block Letters

Shareholder's/Proxy's Signature

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

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PROXY FORM – MGT 11**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of IFGL Refractories Limited (formerly IFGL Exports Limited), holding.....Equity Shares of the above named Company, hereby appoint :

- Name :Address :
E-mail ID :Signature :or failing him/her;
- Name :Address :
E-mail ID :Signature :or failing him/her;
- 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 10th Annual General Meeting (AGM) of the Company, to be held on Saturday, 23rd December 2017 at 11 AM at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha, India or at any adjournment thereof in respect of following resolutions :

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	To adopt both Standalone and Consolidated Audited Financial Statements of the Company for Financial Year ended on 31st March 2017, Reports of the Board of Directors and Auditors thereon.		
2.	To approve payment of Dividend of 20% i.e. ₹ 2/- per Equity Share for FY 2016-2017.		
3.	To ratify appointment of Statutory Auditors of the Company to hold office until conclusion of 12th Annual General Meeting and fix their remuneration, following provisions of Section 139 of the Companies Act, 2013.		
Special Business			
4.	To pass Special Resolution for appointment and payment of remuneration to the Executive Chairman, Mr Shishir Kumar Bajoria (DIN: 00084004) for the period 5 th August, 2017 to 31 st March, 2020.		
5.	To pass Special Resolution for appointment and payment of remuneration to the Managing Director, Mr Pradeep Bajoria (DIN: 00084031) for the period 5 th August, 2017 to 31 st March, 2020.		
6.	To pass Special Resolution for re-appointment and payment of remuneration to Whole-time Director and Chief Executive Officer, Mr Kamal Sarda (DIN: 03151258) of the Company for the period 1 st October, 2017 to 30 th September 2020.		
7.	To pass Ordinary Resolution for appointment of Mr D G Rajan (DIN: 00303060) as an Independent Director of the Company.		
8.	To pass Ordinary Resolution for appointment of Mr Debal Kumar Banerji (DIN: 03529129) as an Independent Director of the Company.		
9.	To pass Ordinary Resolution for appointment of Prof Bharati Ray (DIN: 06965340) as an Independent Director of the Company.		
10.	To pass Ordinary Resolution for appointment of Prof Surendra Munshi (DIN: 03558948) as an Independent Director of the Company.		

11.	To pass Ordinary Resolution for appointment of Mr Sudhamoy Khasnobis (DIN: 00025497) as an Independent Director of the Company.		
12.	To pass Ordinary Resolution for appointment of Mr K S B Sanyal (DIN: 00009497) as an Independent Director of the Company.		
13.	To pass Ordinary Resolution for appointment of Mr Yuzo Kawatsu (DIN: 07818936) as a Director of the Company.		
14.	To pass Special Resolution pursuant to Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 for entering into contracts/arrangements with related parties.		
15.	To pass Special Resolution pursuant to provisions of Section 188(1)(f) of the Companies Act, 2013, to hold an office or place of profit with the Company by Mr Akshay Bajoria, being son of Mr P Bajoria, Managing Director of the Company.		
16.	To pass Ordinary Resolution for ratification of Cost Auditors' remuneration for FY 2017-2018.		
17.	To pass Special Resolution pursuant to Section 94 of the Companies Act, 2013 (the Act) for maintaining Registers and Returns u/s 88 and 92 of the Act at Head & Corporate Office at 3, Netaji Subhas Road, Kolkata 700 001.		
18.	To pass Special Resolution pursuant to provisions of Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association .		
19.	To pass Special Resolution pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 for borrowing from time to time.		

Signed thisday of2017

Signature of Shareholder(s).....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp of
₹1/- here

- Notes :**
1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office or Head & Corporate Office not less than 48 hours before the commencement of the AGM.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 10th Annual General Meeting of the Company.
 3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

IMPORTANT INFORMATION

Following Order dated 21st November, 2017 of the Regional Director – Eastern Region, Ministry of Corporate Affairs, Registered Office of the Company has shifted to the State of Orissa. Registrar of Companies, Cuttack has issued a Fresh Certificate of Incorporation on 24th November, 2017 to that effect. Registered Office of the Company is now situated at the following address.

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(Formerly IFGL Exports Limited)
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Sector 'B', Kalunga Industrial Estate
PO: Kalunga 770 031, Dist. Sundergarh (Odisha)