

**[Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016]**

Before the National Company Law Tribunal Bench,  
Chennai  
CA(CAA)/50/CHE/2024

In the matter of Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited and Dalmia Bharat Refractories Limited and their respective shareholders.

**Dalmia Bharat Refractories Limited**

**... the Applicant Company  
/ Resulting Company / Company / DBRL**

Form No. MGT-11  
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**DALMIA BHARAT REFRACTORIES LIMITED**

(CIN: L26100TN2006PLC061254)

Registered Office: Dalmiapuram, P.O. Kallakudi-621651, District: Tiruchirappalli, Tamil Nadu.

E-mail: [sncil@dalmiabharat.com](mailto:sncil@dalmiabharat.com); Website: [www.dalmiaocl.com](http://www.dalmiaocl.com); Phone: +91-11-23457100.

Name of the Member(s) :

Registered Address :

Email Id :

Folio No./ Client ID :

DP Id :

I/We, being the member(s) of ..... shares of Dalmia Bharat Refractories Limited, hereby appoint:

1. Name:  
Address:  
E-mail Id:  
Signature: or failing him/her
2. Name:  
Address:  
E-mail Id:  
Signature: or failing him/her
3. Name:  
Address:  
E-mail Id:  
Signature: or failing him/her

as my / our proxy, to attend and act (on a poll) for me / us and on my / our behalf at the meeting of the equity shareholders of the Company to be held on Sunday, February 09, 2025 at 10:00 A.M. at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirappalli, Tamil Nadu for the purpose of considering, and, if thought fit, approving, the proposed Scheme of Arrangement between DBSIL and DRRL and their respective shareholders under the provisions of Sections 230 to 232 of the Companies Act, 2013 at such meeting and at an adjournment or adjournments thereof, to vote, in case of a poll, for me / us and in my / our name herein, \_\_\_\_\_ (if for, insert 'FOR', if against insert 'AGAINST') the said arrangement embodied in the Scheme and the resolution as proposed in the Notice.

\*Strikeout what is not necessary.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp
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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.
3. Please complete all details including details of member(s) in above box before submission.