



DALMIA BHARAT REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi, Tiruchirappalli-621 651, Tamil Nadu

Phone: 011-23457100, E-mail: snccil@dalmiarf.com

Website: www.dalmiaocl.com CIN: L26100TN2006PLC061254

NOTICE FOR EXTRAORDINARY GENERAL MEETING

To,
The Member(s),

NOTICE is hereby given that the first Extra-ordinary General Meeting (“**EGM**”) for the financial year 2024-25 of the members of Dalmia Bharat Refractories Limited (“**the Company/ DBRL**”) will be held on Thursday, May 09, 2024 at 11:00 A.M. at the registered office of the Company situated at Dalmiapuram, P.O. Kallakudi, District Tiruchirappalli- 621 651, to transact the following special businesses:

1. To consider and approve the investment in the equity share capital of Dalmia Bharat Limited

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder (*including any statutory amendment, modification, e-enactment thereof*) and other applicable provisions (*if any*), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), in terms of in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and the Company’s policy on Related Party transaction(s), the circulars, directions issued by the Securities and Exchange Board of India, all other applicable regulations of all applicable statutes, subject to all applicable and necessary consents, sanctions, waivers, as may be required, subject to the inter-corporate investment limits approved by the shareholders on April 20, 2023, furtherance to the approval of shareholders dated April 20, 2023 for making investment in the equity share capital of the Dalmia Bharat Limited, and upon the recommendation of the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board :

To invest in the equity share capital of Dalmia Bharat Limited, a promoter group entity by making secondary purchase of equity shares from stock exchange (by applicable modes including but not limited to block deal, bulk deal etc.), at arm’s length basis.

Provided that the amount of investment (*including the amount already invested by the Company pursuant to shareholders’ approval dated April 20, 2023*) so made shall not exceed INR 1000 Crores (Indian Rupees One Thousand Crores only), in a period of 36 months from the original approval i.e., April 20, 2023.

RESOLVED FURTHER THAT the Board of Directors or key managerial persons be and are hereby authorized severally sign, submit, execute and deliver all such necessary documents, to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

2. To consider, approve and ratify the remuneration of cost auditor of the Company for the financial year 2023-24

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), the members of Company hereby ratifies the remuneration of INR 1,00,000/- plus applicable taxes and out of pocket expenses incurred or to be incurred in connection with the cost audit, as approved by the Board of Directors, payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), who were appointed as the cost auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2023-2024.

RESOLVED FURTHER THAT the Board of Directors or key managerial persons be and are hereby authorized severally sign, submit, execute and deliver all such necessary documents, to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By Order of the Board of Directors of
Dalmia Bharat Refractories Limited**

**Place: New Delhi
Dated: April 12, 2024**

Registered Office:
Dalmiapuram, P.O. Kallakudi,
Tiruchirappalli-621 651,
Tamil Nadu
CIN: L26100TN2006PLC061254

**Sd/-
Meghna Saini
Company Secretary
Membership No.: A42587**

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the special businesses mentioned above under item nos. 1 to 2, are annexed hereto.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/herself and such proxy need not be a member of the Company. Pursuant to Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the Company. In case a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy shall not be entitled to vote except on a poll.
3. The proxies form should be deposited/submitted in complete particulars at the registered office of the Company and in order to make it effective, proxy form must be received by the Company not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days advance notice in writing is given to the Company. Accordingly, the proxy form and attendance slip are annexed to this Notice.
5. The register of members and the share transfer books of the Company will be closed from Tuesday, May 07, 2024 to Thursday, May 09, 2024 (both days inclusive) for the purpose of this EGM.
6. Corporate members/ institutional investors intending to authorize their representatives for participating and voting at the meeting are requested to send a duly certified copy of the board resolution/duly executed authorization letter etc. to the Company at snccil@dalmiarf.com with a copy marked to the Scrutinizer at rvs.pcs@gmail.com. Institutional investors can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
7. In order to enable us to register your attendance at the venue of the EGM, Members / proxies are requested to bring their attendance slip duly filled in for attending the Meeting along with the copy of EGM Notice.
8. Where there are joint-holders of any share, any one of such persons may vote at the EGM either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at the EGM either personally or by proxy then that one of the said persons so present whose name appears first in the order of names will be entitled to vote.
9. **Voting:** All persons whose names are recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. **Thursday, May 02, 2024** only shall be entitled to avail the facility of remote e-voting/Insta-Poll or by voting at the EGM. Persons who are not Members as on the cut-off date should treat this EGM notice for information purposes only.
10. In case of members, who could not cast their votes through remote e-voting, the Company shall

also provide the facility of Insta-Poll or polling papers to be available at the meeting.

11. The members who have casted their votes through remote e-voting shall be eligible to attend the meeting but shall not be entitled to cast their vote again during the EGM.
12. In compliance with the provisions of the Act and circulars/ notification issued by Ministry of Corporate Affairs ('MCA') from time to time, if any, the Notice of this EGM along with other relevant documents are being sent to those members whose names are recorded in the Register of Members/Register of Beneficial Owners as on Friday, April 05, 2024 through electronic mode and whose email addresses are registered with the Company/ depositories.

Therefore, those members, whose email address is not registered with the Company or with their respective depository participant/s, and who wish to receive the notice of this EGM along with other relevant documents and all other communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

- a. For members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: einward.ris@kfintech.com
 - b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
13. Members may also note that the notice of this EGM will also be available on the Company's website www.dalmiaocl.com for their download. The same shall also be available on the website of RTA at <https://evoting.kfintech.com/>.
 14. All documents referred to in the notice and the explanatory statement under the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the EGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the EGM.
 15. **Share Transfer permitted only in Demat:** In terms of the applicable provisions of Act read with rules made thereunder read with applicable provisions of the SEBI Listing Regulations, the transfer of securities of Company shall not be processed unless the securities are held in dematerialized form with their respective Depository Participant. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of the shares held by them in physical form.
 16. SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), has mandated the listed companies to have PAN, KYC, bank details and Nomination details of all the Members who are holding shares in physical form. Folios wherein any one of the cited details/documents i.e., PAN, KYC details, Bank Details and Nomination details pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, are not available with us, on or after April 01, 2024, shall be frozen as per the aforesaid SEBI circular. Members holding physical Securities can access the said forms from the website of our Company's RTA or on the website of the Company under the tab 'Investor Service Request' available at www.dalmiaocl.com to register PAN/email id/bank

details/Nomination details/other KYC details viz., Form ISR 1, Form ISR 2, Form ISR 3, Form SH-13 or may contact their respective Depository on the said matter.

17. **Shareholders' Communication:** Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

KFIN Technologies Limited
Selenium, Tower B Plot No. 31-32,
Financial District Nanakramguda, Serilingampally,
Mandal, Hyderabad, Telangana - 500 032,
Toll Free No: 1-800-309-4001

18. If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective depository participants (DPs). Members holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to the Company/ RTA.

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.

19. Non-resident Indian members are requested to inform RTA, immediately of:

- a) Change in their residential status.
- b) Particulars of their bank account with complete name, branch, account number, account type and address of the bank with pin code number.

20. A route map is attached at the end of this notice.

- a. Voting through Electronic Mode (detailed instructions along with User ID and password are enclosed separately and forms the part of Notice).
 - (i) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide the facility of remote e-voting to all the members to exercise their right to vote on resolutions proposed to be passed at the EGM by electronic means. The complete instructions on e-voting facility provided by the Company are annexed to this notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting through electronic mode that may take place at the Meeting on Thursday, May 09, 2024. 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 EGM along with detailed instructions is also available on the website of the Company i.e. www.dalmiaocl.com
 - (iii) The Company has engaged the services of KFIN Technologies Limited (“KFIN”) as the Authorized Agency to provide remote e-voting facilities.

- (iv) a) The remote e-voting facility will be available during the following period:
Start date and time: Sunday, May 05, 2024 at 9:00 A.M. (IST)
End date and time: Wednesday, May 08, 2024 at 5:00 P.M. (IST)
- b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- c) In case of any query pertaining to e-voting, please refer 'Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at Toll Free No.: 1-800 309 4001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.
- (v) In case a person has become the member of the Company after the dispatch of EGM notice and holding shares as on the cut-off date i.e. Thursday, April 13, 2023, he/ she may write to KFIN on the email-id: einward.ris@kfintech.com or to Mr. Bhasker Roy, Contact No. 040-67162222, at [Unit: Dalmia Bharat Refractories Limited] KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, requesting for the User ID and Password.
- (vi) The Board of Directors has appointed Mr. Venkatasubramanian Ramachandran, Company Secretary in Practice (Membership No. 3673, CP-3893), to act as the Scrutinizer to scrutinize the e-voting process during the EGM 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.
- (vii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta-Poll) and through remote e- voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, will not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Meeting or a person authorized by him who shall countersign the same.
- (viii) The voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company www.dalmiaocl.com and on the website of RTA i.e. <https://evoting.Kfintech.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (ix) Subject to receipt of requisite number of votes or requisite majority, the respective resolution(s) shall deem to be passed on the date of the Meeting i.e. Thursday, May 09, 2024.
- (x) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at KFIN website <https://evoting.kfintech.com/>

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the EGM and for e-voting during the EGM:

1. INSTRUCTION FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide the facility of remote e-voting to its Members.

The facility of casting votes by a Member using a remote e-voting system before the EGM as well as during the EGM will be provided by Company's RTA – KFin Technologies Limited.

(a) Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat

In terms of the applicable provisions of the Act and notification/ circulars etc. issued by the regulatory authorities from time to time, with regard to the e-Voting facility provided by Company, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

OPTION 1 – LOGIN THROUGH DEPOSITORIES

NSDL	CDSL
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. Click on the e-Voting service provider name KFin and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> To register, click on link: https://eservices.nsdl.com Select “Register Online for IDeAS” or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1. 	<p>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and /or password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal. Click on e-Voting service provider name to cast your vote during the remote e-Voting period. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://www.cdslindia.com/ Proceed with completing the required fields. Follow the steps given in point 1.

<p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <p>(i) Go to URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) A new screen will open. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be requested to select the name of the Company and the e-voting service provider name, i.e. KFin.</p> <p>(v) On successful selection, you will be redirected to KFin e-voting page for casting your vote during the remote e-voting period.</p>	<p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <p>i) Go to URL: www.cdslindia.com</p> <p>(iii) Provide demat Account Number and PAN Number</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP, I.E. KFin where the e-Voting is in progress.</p>
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OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

- Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication wherein you can see e-voting feature.
- Click on options available against the company name or e-Voting service provider name- KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned website.

Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

(b) Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA which will include details of E-Voting Event Number (EVEN) i.e. 7957, User ID and Password.

Members are requested to use these credentials at the Remote E-Voting Login at the above-mentioned URL.

Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and Password for casting the vote through remote e-voting. If they have forgot the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No. 7957 + Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL MYEPWD <SPACE> IN 12345612345678

Example for CDSL MYEPWD <SPACE> 1402345612345678

Example for Physical MYEPWD <SPACE> XXXX1234567890

- (c) Any person who acquires shares of the Company and become the member of the Company after dispatch of the notice and holds shares as on the cut-off date i.e. May 02, 2024 may obtain the login and password by sending a request at evoting@kfintech.com.

**EXPLANATORY STATEMENT WITH RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

The shareholders of the Company in the general meeting held on April 20, 2023, had granted approval for investment in the equity share capital of Dalmia Bharat Limited (“**DBL**”) a promoter group Company for an amount not exceeding INR 1000 crore in different tranches, in next 36 months, through on secondary on market purchase.

The Company has made an investment of INR 199.03 Crore in the equity shares of Dalmia Bharat Limited is pursuant to aforesaid approval.

As per regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular numbered SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 issued by the Securities and Exchange Board of India (“**SEBI**”), the validity of the afore stated approvals and/or recommendations of the Committee, the Board and the shareholders were valid for a period of one year from the date of said approvals and/or recommendations.

Considering the current market conditions and business environment, your Company strongly believes that the further investments in DBL shall be beneficial for your Company and its stakeholders in the long run and thus the Board in its meeting held on April 12, 2024, recommended:

DBL is the holding company of Dalmia Cement (Bharat) Limited (“**DCBL**”) is one of the top 4 cement players in the Country has expansion lined up in coming years and this will help it to consolidate its market position. The Indian cement industry has seen significant growth in recent years. Over past few years the CAGR of Indian cement industry is 7-8%. Basis the performance details available on the website of DBL, your Company strongly believes that the further investment in the equity share capital of DBL, are likely to be beneficial towards the growth of your Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and the SEBI circular numbered SEBI/HO/CFD/CMD1/CIR/P/2021/662, particulars of the related party transaction(s) are as follows:

Type, material terms and particulars of the proposed transaction	To invest in the equity share capital of Dalmia Bharat Limited through secondary purchase on stock exchange(s) (by applicable modes including but not limited to block deal, bulk deal etc.) for an amount not exceeding INR 1000 crore in 36 months from the date of original approval i.e., from April 20, 2023, from one or more related parties.
Name of the related party and nature of relationship	From one or more related parties listed below: a. Keshav Power Limited b. Mayuka Investment Limited c. Ankita Pratisthan Limited d. MAJ Textiles Limited e. Shree Nirman Limited All above related parties are promoter group entities
Name of the Director/KMP who is related	NA

The nature, duration of the contract and particulars of the contract or arrangement	To invest in the equity share capital of Dalmia Bharat Limited through secondary purchase on stock exchange(s) (by applicable modes including but not limited to block deal, bulk deal etc.), for an amount not exceeding INR 1000 crore in 36 months from the date of original approval i.e., from April 20, 2023, from one or more related parties.
Value of the proposed transactions	INR 1000 crore <i>(including the amount already invested by the Company pursuant to shareholders' approval dated April 20, 2023)</i>
the material terms of the contract or arrangement including the value, if any	Secondary purchase on stock exchange(s) (by applicable modes including but not limited to block deal, bulk deal etc.)
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Percentage of the annual consolidated turnover for FY 22-23 that is represented by the value of the proposed transaction: 68.60% The financial statements of the Company for FY23-24 are not yet prepared, hence figures have been given as per FY 22-23.
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>a. details of the source of funds in connection with the proposed transaction;</p> <p>b. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> ➤ nature of indebtedness; ➤ cost of funds; and ➤ tenure <p>c. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>a. Through DBRL's own available resources and/or funds borrowed through any banking/non-banking financial institutions and/or future borrowings and/or future proceeds from asset/investment sale;</p> <p>b. In case the investment shall be made by borrowed funds the same shall be borrowed from banks/non-banking financial institutions at the prevailing market rates for a tenure not exceeding 10 years, on such terms and conditions as may be agreed with the lender(s).</p> <p>c. Investment shall be in equity share capital of Dalmia Bharat Limited with voting rights, at arm's length basis. Covenants- Not applicable Interest and Tenure- Not Applicable Secure/Unsecured- Not Applicable</p> <p>d. The Company at present cannot comment, however, the Company expects that the funds shall be used for the business purposes of the selling party(ies)</p>

Justification as to why the RPT is in the interest of the listed entity	DBL is the holding company of Dalmia Cement (Bharat) Limited (“DCBL”) is one of the top 4 cement players in the Country has expansion lined up in coming years and this will help it to consolidate its market position. The Indian cement industry has seen significant growth in recent years. Over past few years the CAGR of Indian cement industry is 7-8%. Basis the performance details available on the website of DBL, the Company strongly believes that the further investment in the equity share capital of DBL, are likely to be beneficial towards the growth of your Company.
Any other information relevant or important for the Board to take a decision on the proposed transaction	The purchase of shares will be on arm’s length price. As on the date of this notice, the total investment of your Company in the equity share capital of DBL INR 288.73 crore including the investment of INR 199.03 crore.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	No valuation report has been relied upon. The shares of DBL will be acquired at the price prevailing at stock exchanges i.e., BSE and NSE.

Section 188 of the Act and the applicable Rules framed thereunder provide that any related party transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Further as per regulation 23 of SEBI LODR, in case of material related party transaction the approval of shareholders through a resolution is required.

Accordingly, above-mentioned transaction(s) falls within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company as per the proposed resolutions

The Board recommends the aforesaid resolution for Item No. 1 for the approval by the members as an Ordinary Resolution, in the meeting held on April 12, 2024.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 1 of the Notice, whether the entity is a Related Party to the particular transaction or not.

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

Item No. 2

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records for the specified

product in relation to the business activity of the Company by a Cost Accountant. Based on the recommendation of Audit Committee, the Board at their meeting held on April 12, 2024 has approved the appointment of M/s. Mani & Co, Cost Accountants as cost auditor of the company for the purpose of conducting audit of the cost records maintain by the Company for the financial year 2023-24 at a remuneration of Rs. 1,00,000 plus applicable taxes, out - of pocket and other expenses.

In accordance with the aforesaid provisions of the Act, the remuneration payable to the Cost Auditors to conduct audit of the cost records of the Company for the said financial year, shall be required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2023-2024.

The Directors recommend the aforesaid resolution for the approval by the members as an ordinary resolution.

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



DALMIA BHARAT REFRACTORIES LIMITED

(CIN: L26100TN2006PLC061254)

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

E-mail: snccil@dalmiarf.com; Website: www.dalmiaocl.com Phone: +91-11-23457100.

ATTENDANCE SLIP

[To be presented at the entrance]

01st Extra Ordinary General Meeting on 09th May, 2024 at 11.00 A.M. at Dalmiapuram, P.O.

Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

(Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)

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

Name of the Member/ Proxy Holder.....

Signature.....

I / We hereby record my / our presence at the 01st Extra Ordinary General Meeting of the members of Dalmia Bharat Refractories Limited (**'the Company/ DBRL'**) held on Thursday, the 09th day of May, 2024 at 11.00 A.M. at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirappalli, Tamil Nadu.

Notes:

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the notice of this extra ordinary general meeting for reference at the Meeting.

ROUTE MAP TO EXTRA ORDINARY GENERAL MEETING VENUE

