



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 2023-24 of the members of Dalmia Bharat Refractories Limited (“**the Company/ DBRL**”) will be held on Thursday, April 20, 2023 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 disposal of the whole investment/shareholding of the Company in the equity shares of Dalmia GSB Refractories GmbH to RHI Magnesita Deutschland AG

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

“**RESOLVED THAT** pursuant to the provisions of Sections 179, 180(1)(a), 186 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and in term of applicable provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and all other provisions as may be applicable (“**SEBI Listing Regulations**”) including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities and subject to their requisite approvals, if any, in accordance with the provisions of memorandum and articles of association of the Company, the consent of the members of the Company, be and is hereby accorded for transfer the whole of the investment made by the Company in the equity shares of Dalmia GSB Refractories GmbH (“**Dalmia GSB**”), as wholly owned subsidiary of the Company, to RHI Magnesita Deutschland AG in exchange for consideration not less than INR 100 Crores (Indian Rupees One Hundred Crores only), resulting in cease of exercise of control over Dalmia GSB, in such manner and on such terms & conditions, as may be deemed appropriate for best beneficial of the Company, by way of share purchase agreement/ arrangement entered into by the Company or otherwise.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall include a committee thereof) be and are hereby authorized to negotiate, finalize, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company including any amendments, modification, if required thereto and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved ratified and confirmed in all respect.”

2. To consider and approve the enhancement of overall limit for inter-corporate loan/ guarantee/ security/ investment pursuant to Section 186 of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on December 21, 2022 and pursuant to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification, amendment or reenactment thereof for the time being in force and as may be enacted from time to time), upon recommendation of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee thereof or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to- (a) give any loan or make investment to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase, share swap agreement or arrangement or otherwise, securities including equities/preference shares/ Debentures or Bonds/Mutual Funds, Advance etc. of any other body corporate(s) from time to time in one or more tranches as the Board as in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or body corporate(s) along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 5000 Crores (Indian Rupees Five Thousand Crores Only) outstanding at any point of time, over and above the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be is are hereby authorized to negotiate and finalize the terms and conditions of the said investment, loans, guarantees and providing security on behalf of the Company, as may deemed fit in the best interest of the Company and to take all actions and to settle all matters arising out of and incidental thereto, and sign and execute all deeds, applications, documents and such investments, loans, guarantees and providing security and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved ratified and confirmed in all respect."

3. To consider and approve the change in the object clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") and in terms of the applicable provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities thereof and subject to such approvals as may be necessary or required, the consent of the members be and is hereby accorded to substitute the existing clauses 1-5 of clause III (A) of the Memorandum of Association of Company

with the following:

1. *To carry on the business of produces, miners, manufacturers, research and development, producers, processors, importers, exporters, sellers, application service providers, dealers, agents, distributors, commission agents for, crush, win, quarry, raise, otherwise deal in cement, any kind of building material and refractory mineral and other products and by-products and substitutes, for all or any of them or any connected with building material, cement, refractory, to treat and utilize any waste arising out of it, to buy and assemble all kind of plant and machinery, tools, equipments in this regard and to carry on any other ancillary agreement in this regard.*
2. *To purchase or otherwise acquire or take on lease for exploration or dealing in or working of or for mining any land, mining undertaking, mines, quarries, wells, tanks, ponds, river, river bed, or sea and to carry on the business of mining operations and to explore, prospect, quarry, mine, dress, reduce, draw, extract, purify, calcite, smelt, refine, manufacture, otherwise acquire, sell or otherwise dispose of or deal in all quartzite, bauxite, fire clay and other mining material for which mine in relation to the mine lease and production of natural resources and materials derived from natural resources.*
3. *To evaluate, acquire, invest or otherwise purchase all kinds of shares, properties, goods, stocks, moveable and immovable property in and /or outside India by way of purchase, slump exchange, merger, demerger, reconstruction of business, under Insolvency and Bankruptcy Code 2016, whether through the approval of National Company Law Tribunal or otherwise, for the growth and expansion of the company.*
4. *To carry on the business of makers, manufacturers, processors, producers, importers, exporters, buyers, sellers, dealers, stockists, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires, within and outside India, of all kinds of rubber, tyres, tubes, flaps, tyre cord, vehicles, wheels, automobile parts and components, automobile accessories, automobile consultants and the compounds, substances, derivatives, substitutes and by-products of the aforesaid materials and to prepare, press, vulcanize, repair and retreat such of them as are considered expedient and to do any other activity ancillary to this*
5. *To carry on the business of spinners, weavers and manufacturers, sellers, traders within India and outside India, of all kind of textiles including but not limited to cotton, wool, silk, flax, hemp, rayon, nylon and other fibrous materials and man-made fibres and to transact all manufacturing, curing, preparing, dyeing, colouring and bleaching processes and to purchase and trend the raw materials and manufactured articles, to and to do any other activity ancillary to this.*
6. *To carry on the business of Manufacturers, seller, and dealers, within India and outside India, in Iron, Steel, Aluminium, Brass, Copper and Copper alloy, bimetal, Lead, Silver and all other ferrous and non-ferrous metal metals, steels, bimetal products, copper and copper alloys, alloy steels special and stainless steels, shaftings, bars squares from scrap, sponge iron, prereduced pillars billets including manufacturing, processing and fabricating of pipes, utensil wires nails wire ropes, wire products screws expanded metal hinges, plates hoops angles pipes, seamless or otherwise, tubes, sheets, rods, squares, stripes, plates, coils, condensers, seals wires, ingots, circles and other manufactures, by products and parts in all their respective branches and to do any other activity ancillary to this.*
7. *To carry on the business as owners, investors, promoters, repairs and renovations, dealers, agents, developers and brokers of real estate, land, buildings, estates, hereditaments, factories, roads, highways, bridges, canals, dams, ports, reservoirs, or any other structural or architectural work of any kind whatsoever; whether rural or urban, residential, commercial or industrial, for which purpose to acquire or purchase, take on lease or in exchange, hire or by any other means*

obtain ownership of and/or options or licence over any freehold or other property of any tenure, estate or interest, or any rights, privileges or easements over or in respect of any property, land or building and to do any other ancillary activity in this regard.

8. *To carry on the business of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, importing, merchandising, manufacturing, designing, packaging and dealing with all kinds of products, goods, commodities, merchandise, accessories and equipment's relating to, on the Company's online portals or websites as well as through e-commerce, m-commerce, internet, intranet, stores, stalls, or kiosks set up across India or abroad or in any other manner.*
9. *To carry on the business as travel agents, tour operators, clearing and forwarding agents, and the business of booking and reserving accommodation, seats in any mode of transport, whether for India or outside India, to hire and lease taxis and to all activities ancillary for this activity.*
10. *To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever, in all goods, which are required and support the above objects, on retail as well as wholesale in India.*

RESOLVED FURTHER THAT Board or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

4. 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 186, Section 188 of the Companies Act, 2013 (“**Act**”) 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**”) and the Company’s policy on Related Party transaction(s), all other applicable regulations of all applicable statutes 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 for an amount not exceeding INR 1000 Crores (Indian Rupees One Thousand Crores only) in more than one tranches, in next 36 months, by making secondary purchase of equity shares from stock markets, at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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.”

5. To consider and approve the investment in the equity share capital of Hippo Stores Technology Private 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 186, Section 188 of the Companies Act,

2013 (“Act”) 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**”) and the Company’s policy on Related Party transaction(s), all other applicable regulations of all applicable statutes 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 an amount not exceeding INR 500 Crores (Indian Rupees Five Hundred Crores only) in more than one tranches, in next 36 months, in Hippo Stores Technology Private Limited in the form of investment in equity share capital/compulsorily convertible/optionally convertible debentures or any other security instrument other otherwise basis the fair market value on the basis of report issued by a registered valuer and at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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.”

6. To consider and approve the increase in borrowing powers and to create charge on the assets of the Company (if required) pursuant to Section 180 of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members in their meeting held on February 18, 2022, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee of the Board) under Sections 180(1)(c), 180(2) and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to borrow, from time to time, any sum or sums of monies from any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed a sum of Rs.2000 Crores (Rupees Two Thousand Crores Only) notwithstanding that such borrowing together with existing borrowing of the company shall be in excess of the limits prescribed under Sec 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder, the provisions of SEBI Listing regulations (*including any statutory modifications, reenactments thereto*), the provisions of the memorandum and articles of association of the Company and subject to all necessary approvals, sanctions, consents from any authority as may be required, consent of the members be and is hereby accorded to the Board to mortgage and/or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the board may determine, including a lien or floating charge, on all or any of the movable / immovable properties of the Company, both present and future and/or whole or any part of undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in Indian or foreign currency and securities (comprising fully / partly convertible debentures and/or non-convertible debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes / bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to such permissible limits as stated under Section 180(1)(c) of the Companies Act, 2013, together with interest and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust



Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and such terms and conditions in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board or committee and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements, in connection with such borrowing as may be required and to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

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

**Place: New Delhi
Dated: March 29, 2023**

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

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

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 3, 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 Wednesday, April 19, 2023 to Thursday, April 20, 2023 (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, April 13, 2023** 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, March 24, 2023 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 and the statutory registers maintained 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 circulars dated November 3, 2021 and December 14, 2021, 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 1, 2023, 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, April 20, 2023. 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, April 16, 2023 at 9:00 A.M. (IST)
End date and time: Wednesday, April 19, 2023 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 the 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 atleast 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 authorised 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. Tuesday. April 18, 2023.
- (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> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. iv. 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> <ul style="list-style-type: none"> (i) To register, click on link: https://eservices.nsdl.com (ii) Select “Register Online for IDeAS” or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (iii) Proceed with completing the required fields. (iv) Follow steps given in point 1. 	<p>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com ii. Click on New System Myeasi. iii. Login with your registered user id and /or password. iv. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal. v. 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> <ul style="list-style-type: none"> (i) Option to register is available at https://www.cdslindia.com/ (ii) Proceed with completing the required fields. (iii) 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.nsd.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. 7221, 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. 7221 + 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. April 13, 2023 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

In line with the vision of the Company of business restructuring and better future prospects in favor of the business activities of the Company, the management of the Company, proposes to sell the whole of investment/shareholding of Dalmia GSB Refractories GmbH ('Dalmia GSB'), a wholly owned subsidiary of the Company to RHI Magnesita Deutschland AG.

A share purchase agreement has been entered between Dalmia GSB Refractories GmbH and RHI Magnesita Deutschland AG on March 28, 2023.

The said sale of investment would result in reduction of Company's shareholding (either on its own or together with other subsidiaries) in Dalmia GSB would lead the Company to cease the exercise of control over the Dalmia GSB in such manner and on such terms & conditions, as may be deemed appropriate and in the best interest of the Company.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company or investment of material subsidiary, which resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without the consent of the shareholders of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 1 of the Notice for selling the entire shareholding of the Company in Dalmia GSB by way of share purchase agreement to be entered into by the Company with RHIMD.

The Board recommends the aforesaid resolution for the approval by the members as a Special Resolution.

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

The members of the company at their EGM meeting held on December 21, 2022 have previously sanctioned the overall limit for inter-corporate loan/ guarantee/ security/ investment upto INR 2500 Crore, however in view of the future prospects of the Company and the probable investment opportunities available with the Company, upon recommendation of the Board of Directors of the Company, it is proposed to enhance the overall limit for inter-corporate loan/ guarantee/ security/ investment for an amount not exceeding INR 5000 Crores in terms of the provision of section 186 of the Companies Act, 2013 and its rules made hereunder.

In light of the aforesaid provisions of the Act, the Company can give loan or any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of members by passing a special resolution at the general meeting of the Company.



Accordingly, consent of the members is being sought for resolution as set out at Item No. 2 of the Notice for enhancement of the inter-corporate loan/ guarantee/ security/ investment, in one or more tranches for an amount not exceeding Rs. 5000 Crores (Rupees Five Thousand Crores Only).

The Board recommends the aforesaid resolution for the approval by the members as a Special Resolution.

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. 3

Keeping in view the future business prospects, the Company has been evaluating various investment opportunities in varied fields of interest as per the Company's viability.

Therefore, to tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the object clause of Memorandum of Association.

The Board of Directors of the Company at its meeting held on March 28, 2023, has, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the amendment in the object clause of the existing memorandum of association of the Company.

Accordingly, as per Section 13 and other relevant provisions of the Companies Act, 2013, the consent of the members is being sought for resolution as set out at Item No. 3 of the Notice for the amendment of the object clause of the Memorandum of Association of the Company.

The Board recommends the aforesaid resolution for the approval by the members as a Special Resolution.

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. 4 and Item No. 5

Keeping in view the evaluation of various investment options for future growth prospects and strategic initiatives, with the available resources of the Company, the management of your Company is closely examining the share performance, company performance of various companies including promoter group companies of Dalmia Bharat group.

Accordingly, the Board in its meeting held on March 28, 2023, have recommended:

- A. To invest in the equity share capital of Dalmia Bharat Limited, a promoter group Company for an amount not exceeding INR 1000 crore in different tranches in next 36 months, through on market purchase.**

Dalmia Bharat Limited is publicly listed company on Bombay Stock Exchange and National Stock Exchange of India having its wholly owned subsidiary namely Dalmia Cement (Bharat) Limited in cement sector. The equity shares of Dalmia Bharat Limited, in recent past is performing well with a market cap of INR 34,329 crores. The earning per share of the share is INR 55.53 with a PE of 32.97.



Dalmia Bharat Limited ('DBL') has a well reputed and established position in the Indian market, which has contributed to its share price performance over time. As on the date of this notice, your Company is holding approximately 6 lakhs shares in DBL.

Dalmia Cement (Bharat) Limited is one of the top 4 cement players in the Country has massive 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%.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till from time to time, particulars of the transaction(s) with Dalmia Bharat Limited are as follows:

Name of the related party	From any one or combination of more than one following related parties: a. Keshav Power Limited b. Mayuka Investment Limited c. Ankita Pratisthan Limited d. Rama Investment Company Private Limited e. MAJ Textiles Limited f. Shree Nirman Limited
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Promoter group Company
Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase of Equity share of Dalmia Bharat Limited through on market purchase
Any other information relevant or important for the members to take a decision on the proposed resolution.	The purchase of shares will be on arm's length price.

Mr. CN Maheshwari, the non-executive and non-independent director, and his relatives, may be treated as concerned or interested in the passing of above proposed resolution considering his directorship and/or shareholding in the promoter group companies. No other director and KMP, except Mr. CN Maheshwari, is concerned or interested in the above proposed resolution.

B. To invest in the equity share capital of in the Hippo Stores Technology Private Limited for an amount not exceeding INR 500 Crore in different tranches in next 36 months, either in equity instruments and/or any other instruments including optionally convertible debentures, either through acquisition or otherwise.

Hippostores Technology Private Limited which is a promising company which would be a one stop solution to buy all building and construction material under one roof.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till from time to time, particulars of the transaction(s) with Hippostores Technology Private Limited are as follows:

Name of the related party	Hippostores Technology Private Limited and/or any current equity/security holder falling under the category of related party*
Name of the director or key managerial personnel who is related, if any	Not applicable
Nature of relationship	Promoter group Company
Nature, material terms, monetary value and particulars of the contract or arrangements	Through acquisition or through purchase from any existing equity/other security holder
Any other information relevant or important for the members to take a decision on the proposed resolution.	Pricing will be determined basis the fair market value report issued by a registered valuer

**If DBRL will invest through fresh subscription of shares and/or any other security including debt security Hippostores Technology Private Limited, being a promoter group entity will be a related party. In case DBRL will purchase the shares and/or securities including debt securities, from existing holders, in 36 months, DBRL will make required disclosures (including the details of the related parties) as and when the transaction will be made.*

The Company strongly believes that with the further expected growth in Indian industries, the equity share and/or other securities of companies under tracking will further grow, providing a positive impact for its shareholders as well and will allow DBRL to participate in these companies growth and share in its future success and hence to propose to make the proposed investments.

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.

Accordingly, above-mentioned transaction(s) comes 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 in the next 36 months.

The Board recommends the aforesaid resolution for Item No. 4 and 5 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, financially or otherwise, in the said resolution.

Item No. 6

The shareholders of the Company in the general meeting held on February 18, 2022 has approved a maximum limit of INR 500 crores to borrow, from time to time, any sum or sums of monies from any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time and to subsequent charge on the assets on the Company (if required).



The Company is exploring various business and investment opportunities and to explore those opportunities, it may be required to borrow debt funds from any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time and to subsequent charge on the assets on the Company (if required).

The Board of the Company in the board meeting held on March 29, 2023 has approved and proposed to the shareholders the increase in borrowing limits for an amount not exceeding INR 2,000 crores and to create charge on the assets of the Company for such amount equivalent to borrowings limit for short term/long term, for the approval of shareholders by way of Special Resolution.

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



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

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]

Name of the member(s):
Registered Address:
E-mail id:Folio No. / DP ID-Client ID.....

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

1.Name:.....R/ohaving an E-mail id: failing him / her;

2.Name:..... R/ohaving an E-mail id: failing him / her;

3.Name:..... R/ohaving an E-mail id: failing him / her;

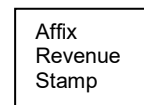
whose signatures are appended below, as my/our proxy to attend and vote (on a poll/insta-poll) for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the members of Dalmia Bharat Refractories Limited (‘the Company/ DBRL’), to be held on Thursday, the 20th day of April, 2023 at 11:00 A.M. at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirappalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	No. of shares	For*	Against*
Special Business:				
1.	To consider and approve the disposal of the whole investment/shareholding of the Company in the equity shares of Dalmia GSB Refractories GmbH to RHI Magnesita Deutschland AG			
2.	To consider and approve the enhancement of overall limit for inter-corporate loan/ guarantee/ security/ investment pursuant to Section 186 of the Companies Act, 2013			
3.	To consider and approve the change in the object clause of the Memorandum of Association of the Company			
4.	To consider and approve the investment in the equity share capital of Dalmia Bharat Limited			
5.	To consider and approve the investment in the equity share capital of Hippo Stores Technology Private Limited			
6.	To consider and approve the increase in borrowing powers and to create charge on the assets of the Company (if required) pursuant to Section 180 of the Companies Act, 2013			

Signed this day of..... 2023.
(Date) (Month)

Signature of the Shareholder(s)

Signatures of:



.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:

- *1. Please put a ‘√’ in the Box in the appropriate column. If you leave ‘For’ or ‘Against’ column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Please complete all details including details of member(s) before submission.
- 2. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting.
- 3. A Proxy need not be a member of the Company.
- 4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



DALMIA BHARAT REFRACTORIES LIMITED

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

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

Website: www.dalmiaocl.com CIN: L26100TN2006PLC061254

ATTENDANCE SLIP

[To be presented at the entrance]

Extraordinary General Meeting on 20th April, 2023 at 11.00 A.M. at

Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirappalli, 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. OR

DP ID No. Client ID

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

Signature.....

*I / We hereby record my / our presence at the Extraordinary General Meeting of the members of Dalmia Bharat Refractories Limited (**'the Company/ DBRL'**) held on Thursday, the 20th day of April, 2023 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 EXTRAORDINARY GENERAL MEETING VENUE

