

DBRL/SEC/SE/24-25/76

February 12, 2025

**To,**  
**The Head-Listing & Compliance**  
**Metropolitan Stock Exchange of India Limited**  
Building A, Unit 205A, 2<sup>nd</sup> Floor,  
Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West,  
Mumbai-400070

**The Secretary**  
**The Calcutta Stock Exchange Ltd.**  
7, Lyons Range,  
Kolkata – 700 001

**Subject: Notice of the second Extra Ordinary General Meeting of Dalmia Bharat Refractories Limited ('Company')**

Dear Sir/ Madam,

Pursuant to the applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we hereby inform you that the 02<sup>nd</sup> Extra Ordinary General Meeting of the Members of the Company for the financial year 2024-25 will be held on **Wednesday, March 12, 2024 at 12:00 P.M. at the registered office of the Company** situated at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirappalli, Tamil Nadu for transacting the business as stated in the Notice dated February 01, 2025. The Copy of notice of EGM is enclosed herewith for ready reference.

The Company is providing facility of remote-e-voting and voting at the EGM (Insta-Poll) to its Members through e-voting agency namely KFIN Technologies Limited ("KFIN"), Registrar and Transfer Agent of the Company.

As per section 108 of the Companies Act, 2013 (the 'Act') read with its rules thereunder, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company has fixed **Wednesday, March 05, 2025 as the cut- off date** for the purpose of remote e-voting/Insta-Poll, for ascertaining the names of the members who shall be entitled to cast their respective votes.

The Register of Members and Share Transfer Books will remain closed from Monday, March 10, 2025 to Wednesday, March 12, 2025 (both days inclusive) for the purpose of the said EGM.

The detailed notice of EGM will be available on the website of the Company at [www.dalmiaocl.com](http://www.dalmiaocl.com) and at the website of Registrar and Transfer Agent at <https://evoting.kfintech.com>.

You are kindly requested to take the above information on record and oblige.

Thanking you,

Yours faithfully  
**For DALMIA BHARAT REFRACTORIES LIMITED**

**Soumya** Digitally signed by  
Soumya Sharma  
**Sharma** Date: 2025.02.12  
14:05:28 +05'30'

**(Soumya Sharma)**  
**Company Secretary**  
**Membership No. A60934**

Encl: As above

## **DALMIA BHARAT REFRACTORIES LIMITED**

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

Phone: 011-23457100, E-mail: [sncil@dalmiarf.com](mailto:sncil@dalmiarf.com)

Website: [www.dalmiaocl.com](http://www.dalmiaocl.com) CIN: L26100TN2006PLC061254

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

To,  
The Member(s),

**NOTICE** is hereby given that the second 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 Wednesday, March 12, 2025 at 12:00 P.M. at the registered office of the Company situated at Dalmiapuram, P.O. Kallakudi, District Tiruchirappalli- 621 651, to transact the following special businesses:

- To consider the following resolution for the approval of investment in Hippostores Technology Private Limited 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 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), or any other statute as may be applicable, read with the rules made thereunder (*including any statutory amendment, modification, re-enactment thereof*), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and other applicable circulars/directions issued by SEBI and the Company’s policy on Related Party transaction(s), and subject to requisite consents, sanctions, waivers, and further subject to the total inter-corporate investment limits as per Section 186 of the Act, and in furtherance to the approval of shareholders dated April 20, 2023 for making investment in Hippostores Technology Private 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 further invest an amount not exceeding INR 175 Crores (Indian Rupees One Hundred and Seventy-Five Five Crores only) in one or more tranches, 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 at an arms’ length price, basis report issued by a registered valuer.

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 500 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 be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Director or Committee of Directors or of the Key Managerial Personnel of the Company to do all acts and take such steps as may be considered necessary or expedient or incidental or ancillary to give effect to the aforesaid resolution.”

- To consider the following resolution for the ratification of the remuneration of cost auditor of the Company for the financial year 2024-25 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 2,00,000/- 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 2024-2025.

**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.”

**3. To consider the following resolution for the approval of appointment of Mr. Mukund Choudhary (DIN: 10923751) as an Executive Director (Tyre Undertaking) of the Company 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 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and the rules framed thereunder, (*including any statutory modification(s) or re-enactment thereof for the time being in force*) read with Schedule-V of the Act thereof and applicable provisions of Securities And Exchange Board Of India (Listing Obligations And Disclosure requirements) Regulations, 2015 (*as amended from time to time*), basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors (“**Board**”), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mukund Choudhary (DIN: 10923751) as the Executive Director (Tyre Undertaking) of the Company for a period of two years with effect from February 01, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors and/or Nomination & Remuneration Committee of the Board be and are hereby authorized to recommend/alter/vary the remuneration payable to Mr. Mukund Choudhary, not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to take all necessary steps to give effect to the aforesaid resolution.”

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

Sd/-

**Soumya Sharma**  
Company Secretary

Membership No.: A60934

**Place: New Delhi**

**Dated: February 01, 2025**

**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 Monday, March 10, 2025 to Wednesday, March 12, 2025 (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](mailto:snccil@dalmiarf.com) with a copy marked to the Scrutinizer at [rvs.pcs@gmail.com](mailto: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. March 05, 2025 only shall be entitled to avail the facility of remote e-voting/Insta-Poll 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 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 January 31, 2025 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](mailto: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](http://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 Act 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 at [sncil@dalmiarf.com](mailto:sncil@dalmiarf.com). 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 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](http://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.

21. 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 Act 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 poll (insta poll) that may take place at the Meeting on March 12, 2025. 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](http://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: Saturday, March 08, 2025 at 9:00 A.M. (IST)  
End date and time: Tuesday, March 11, 2025 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](mailto: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. March 05, 2025 he/ she may write to KFIN on the email-id: [einward.ris@kfintech.com](mailto: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](http://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. March 12, 2025.
- (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><b>1. Members who have already registered and opted for IDeAS facility to follow below steps:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>To register, click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1.</li> </ol>	<p><b>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> ; or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with your registered user id and /or password.</li> <li>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal.</li> <li>Click on e-Voting service provider name to cast your vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1.</li> </ol>



<p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <p>(i) Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></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: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(iii) Provide demat Account Number and PAN Number</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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. 8656, 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. 8656+ 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. March 05, 2025 may obtain the login and password by sending a request at [evoting@kfintech.com](mailto: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, basis the recommendation of the Board of Directors, in the general meeting held on April 20, 2023, had granted approval for investment in Hippostores Technology Private Limited, a promoter group Company for an amount not exceeding INR 500 crore in different tranches, in next 36 months, through either in equity instruments and/or any other instruments including optionally convertible debentures, either through acquisition or otherwise.

Pursuant to the aforesaid approval, the Company has made an investment in three different tranches, aggregating to INR 325 Crore through optionally convertible debentures of Hippostores Technology Private Limited.

Further, 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/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India (“SEBI”), the afore stated approvals and/or recommendations of the Committee, the Board and the shareholders were valid for a period of one year i.e. up to April 18, 2024.

Hippostores Technology Private Limited (**‘Hippo’**) is considered as a one stop solution for all construction needs. The company is engaged in selling home building products in categories like Electrical & Lighting, Hardware Kitchen & Tools, Sanitary & Bath fittings, Paints & Surface care, Tiles & Flooring, Wood Material and Home & Kitchen. Hippo also provides Home Improvement Solutions & Services etc.

Hippo has recently changed its strategy from having a handful of very large stores to having several smaller stores with significantly lower unit operating costs and capex, each serving a focused micro market thereby resulting in a higher market penetration and better unit realizations.

Considering the promising future of Hippo in the long run, and envisaging its growth plans, the Board in its meeting held on February 01, 2025 recommended:

To invest an amount not exceeding INR 175 Crores (Indian Rupees One Hundred and Seventy Five Crores only) in one or more tranches, 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 at an arms’ length price, basis report issued by a registered valuer.

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 500 Crores (Indian Rupees One Thousand Crores only), in a period of 36 months from the original approval i.e., April 20, 2023.

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/PoD2/CIR/P/2023/120 dated July 11, 2023, 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/compulsorily convertible/optionally convertible debentures or any other security instrument of Hippostores Technology Private Limited ( <b>‘Hippo’</b> ), for an amount not
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	exceeding INR 175 Crores (Indian Rupees One Hundred and Seventy-Five Hundred Crores only) in one or more tranches.
Name of the related party and nature of relationship	Hippostores Technology Private Limited, promoter group entity
Tenure of the proposed transaction	The investment shall be made within 1 year from the date of approval of shareholders resolution.
Value of the proposed transactions	INR 175 crore
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);	The proposed related party transaction is more than the 10% of the annual consolidated turnover of DBRL for the immediately preceding financial year.
<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"> <li>➤ nature of indebtedness;</li> <li>➤ cost of funds; and</li> <li>➤ tenure</li> </ul> <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 or future proceeds from asset/investment sale;</p> <p>b. In case the investment made by borrowed funds:--Not Applicable</p> <p>c. The investment shall be on arm's length basis. Tenure of investment shall not exceed the maximum tenure as prescribed under the Act. Covenants- NIL Secured/unsecured- As per the terms of securities</p> <p>d. Funds are likely to be used to the business purposes of ultimate beneficiary</p>

Justification as to why the RPT is in the interest of the listed entity	Hippostores Technology Private Limited is considered as a one stop solution for all construction needs. Hippo has opened 3 new stores starting July 2024 in Delhi NCR, besides one store in Chandigarh. The performance of each of these stores has been very promising. Hippostores Technology is being considered as a promising startup and it is anticipated that the further investment in Hippostores, is likely to be beneficial in the longer run.
A statement that the valuation or other external party 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	The transaction shall be at arm's length price basis the fair market value to be determined by the report of a registered valuer at the time of making investment and will be available for inspection.
Any other information that may be relevant	None

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 Listing Regulations, 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 resolution. The Members may note that in terms of the provisions of the 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.

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 February 01, 2025.

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 August 06, 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 2024-25 at a remuneration of Rs. 2,00,000 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 2024-25.

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.

### **Item No. 3**

The Board of Directors of the Company (“**Board**”) in its meeting held on February 01, 2025 has, subject to approval of members, appointed Mr. Mukund Choudhary (DIN: 10923751) as the Executive Director (Tyre Undertaking) of the Company for a period of 2 (two) years effective from February 01, 2025, on terms and conditions including remuneration as approved by the Board upon recommendation of the Nomination and Remuneration Committee of the Board of the Company.

He has given a disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as the Executive Director of the Company in terms of Section 164 of the Companies Act, 2013.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Mukund Choudhary as the Executive Director (Tyre Undertaking) of the Company, in terms of the applicable provisions of the Act.

Further in terms of the Secretarial Standards, issued by the Institute of Company Secretaries of India, the additional information of Mr. Mukund Choudhary is annexed herewith in Annexure-A, mentioning therein the nature of his expertise in specific functional areas and the name of the entities in which he holds the position of a Directorship.

The particulars of the terms of appointment and remuneration payable to Mr. Mukund Choudhary are as under.

#### **a. Period of Appointment:**

The appointment is valid for a period of 2 (two) years from the date of appointment, i.e., February 01, 2025.

#### **b. Salary:**

Basic Salary: Rs. 1,03,711 per month.

#### **c. Allowances:**

Personal and other Allowances: Rs. 1,40,317 per month.

#### **d. Performance Linked Pay:**

Variable pay: Rs. 4,48,350 p.a.

**e. Annual Increments:**

The annual increments to the remuneration shall fall due on 1st of April of each year and shall be such amount as may be fixed by the Nomination and Remuneration Committee of the Board of Directors.

**f. Perquisites:**

- i. Perquisites such as Leaves, Leave Travel Allowance, Health & Life Insurance, Reimbursement of Car and its related expenses like fuel, maintenance & driver etc. shall be as per Company's Rules relating to employees of the appointees' level.
- ii. Provident Fund, Gratuity and NPS:

Company's contribution to Provident Fund, Gratuity and NPS shall be in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on remuneration.

**g. Minimum Remuneration:**

In the event of loss or inadequacy of profits, the remuneration as aforesaid, including the increments as may be approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, shall be continued to be paid to Mr. Mukund Choudhary as minimum remuneration.

**h. Other Terms and Conditions:**

- The Executive Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company.
- The Executive Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee thereof.
- The headquarters of the Executive Director shall be at Kolkata or at such other place as may be required, from time to time, and the Executive Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- The tenure may, notwithstanding the period of two years mentioned in clause (a) hereof, be terminated by either party by giving three months' notice in writing.

**STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE RESOLUTION AT ITEM NO. 04 OF THE NOTICE FOR THIS ANNUAL GENERAL MEETING OF THE COMPANY**

**I. GENERAL INFORMATION**

(i) Nature of Industry:

The company is engaged in the business of manufacture and sale of refractories, tyres & and other services.

(ii) Date or expected date of Commencement of Commercial Production

The Company was incorporated on October 04, 2006 and has also obtain the certificate of commencement of business on November 13, 2006.

Further, post effectiveness of the group restructuring as approved by NCLT vide its order dated February 03, 2022, the entire group's manufacturing undertaking(s) of Dalmia Refractories Limited, GSB Refractories India Private Limited and Dalmia Cement (Bharat) Limited-Refractory Unit, pertaining to refractories business have been consolidated/merged into the company with effect from March 01, 2022. Accordingly, the company has started its actual business operation relating to the manufacture & selling of refractories goods and services related thereto.

(iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus.

Not Applicable.

(iv) Standalone Financial Performance based on given indicators:

(Figures in Crores)

Particulars	2023-2024	2022-2023	2021-2022
Revenue	55.62	1,091.21	1,240.98
Profit/Loss before tax	76.68	1,709.17	35.39
Profit/Loss after tax	51.43	1,317.92	22.84

\*The above figures are basis the restated financials pursuant to acquisition of Birla Tyres Limited under corporate insolvency resolution process through resolution plan and schemes annexed thereto.

(v) Foreign Investment or collaborators, if any:

The details of the foreign subsidiaries as on March 31, 2024 are given below:

S. No	Name of the Subsidiary	Location	Status	% of holding
2.	OCL Global Limited	44, Saint George Street Port Louis, 44, Saint George Street, Port Louis, Mauritius	Wholly Owned Subsidiary Company	100%
3.	OCL China Limited	Chenjia Village, Nanlou Economic Development Zone Yingkou, Liaoning, 115103 China	Step Down Subsidiary Company	90% held through OCL Global

## **II. INFORMATION ABOUT THE APPOINTEE:**

(a) Background Details

Mr. Mukund Choudhary is a Chartered Accountant with over 18 years of expertise in various managerial capacities including strategic financial management. His expertise includes financial accounting & modelling, taxation, ensuring legal & regulatory compliance relating to various domains.

(b) Past Remuneration

Mr. Mukund Choudhary was drawing an annual remuneration of Rs. 28 Lakh in his past employment.

(c) Recognition or Awards



None

(d) Job Profile and Suitability

Mr. Mukund Choudhary, as an Executive Director will be entrusted with overall responsibilities to manage the business affairs of the Tyre Undertaking of the Company as per the powers delegated to him by the Board of Directors of the Company. He has over 18 years of experience in various managerial capacities.

(e) Remuneration Proposed

He shall be entitled to get the remuneration as may be decided by the Board of Directors in consultation/ upon recommendation of the NRC Committee of the Company, as the case may be.

(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparable qualification and experience.

(f) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

Apart from the remuneration and employment benefits as per the terms & conditions of appointment of Mr. Mukund Choudhary as approved by the Board or NRC Committee, as the case may be, he does not have any pecuniary or other relationship with the Company and is not related to any managerial personnel or any other director of the Company.

### **III. OTHER INFORMATION**

(a) Reasons of loss or inadequate profits

Presently there is no loss or inadequate profits. Despite the promising outlook, risks and concerns linger across the respective segments of the Company. The magnesia carbon refractory industry faces threats from fluctuating raw material prices due to import dependence from China, logistics cost, potential global economic slowdowns and geo-political matters concerning within and outside India. Stringent environmental regulations may necessitate costly upgrades, impacting margins. The Indian tyre industry grapples with intense competition, rising raw material costs, and fluctuating fuel prices. Geopolitical situations and disruptions in global supply chains can also hinder production, as a result of which there are likely to be losses or inadequate profits during the tenure of appointment.

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

Post its divestment from the Indian refractory business, the Company is continuously exploring opportunities in new markets to improve performance through growth in revenues, managing costs and improving productivity. The financial strategy involves maintaining a secure financial position, managing risks and ensuring accurate and timely reporting of performance.

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

Post its divestment from the Indian refractory business, the Company is continuously exploring opportunities in new markets to improve performance through growth in revenues, managing costs and improving productivity. The Company acquired Birla Tyres Limited under the Corporate Insolvency

Resolution Process (CIRP) which was approved by NCLT, Kolkata on October 19, 2023. This acquisition, in partnership with Himadri Speciality Chemicals Limited (HSCL), aligns with the company's strategy to enhance shareholder value. The company intends to revive Birla Tyres' business using its manufacturing expertise, aiming for long-term value creation.

#### **IV. DISCLOSURES**

- 1) The Remuneration details of Mr. Mukund Choudhary in the capacity of Executive Director (Tyre Undertaking) of the company is fully described in the respective Resolution and/ or Explanatory Statement attached to the notice of EGM dated February 01, 2025.
- 2) Disclosures on the following matters will be provided in the Board of Directors' report under the heading 'Corporate Governance' to the Annual Report for the financial year 2024-2025:
  - i. All elements of remuneration package such as salary, benefits, stock options (if any), pension etc. of all the directors;
  - ii. Details of fixed component and performance linked incentives along with the performance criteria;
  - iii. Service contracts, notice period, severance fees;
  - iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Except Mr. Mukund Choudhary, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at item no. 3 of the Notice.

Accordingly, your directors recommend the resolution set forth in item no. 3 for the approval of the members as Special Resolution.

**ANNEXURE TO THE NOTICE DATED FEBRUARY 01, 2025**

**Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing General Meeting**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of Institute of Company Secretaries of India.

**BRIEF RESUME OF THE DIRECTOR(S)**

**Mr. Mukund Choudhary** is a fellow member of the Institute of Chartered Accountants of India. He has over 18 years of experience in various managerial capacities including strategic financial management. He possesses extensive expertise in financial accounting, financial modeling, and taxation, with a strong focus on ensuring compliance with legal and regulatory frameworks across various domains. Throughout his career, he has been associated with prominent organizations such as Grasim Industries, Century Plyboards, and Skipper Pipes, where he honed his skills and contributed to the financial and operational excellence of these companies.

<b>Name of Director</b>	<b>Mr. Mukund Choudhary</b>
Director Identification Number (DIN)	10923751
Date of Birth & Age	13.01.1990, Aged about 35 years
Qualification	Chartered Accountant
Experience (Including expertise in specific functional area)/ Brief Resume	Over 18 years of experience in various managerial capacities including strategic financial management
Date of initial appointment	01.02.2025
Shareholding in the Company as on March 31, 2024	NIL
Relationship between Director and Key Managerial Personnel	None
Number of Meetings of Board attended during the year ended March, 31, 2024	NA
List of other Public Companies in which Directorship held as on March 31, 2024	None
Number of Chairmanship/Membership of the Committees of the Board as on March 31, 2024	None
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

## **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/o ..... having an E-mail id: ..... failing him / her;

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

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

whose signatures are appended below, as my/our proxy to attend and vote (insta-poll) for me/us and on my/our behalf at the 02<sup>nd</sup> Extra Ordinary General Meeting (“**EGM**”) of the members of Dalmia Bharat Refractories Limited (**‘the Company/ DBRL’**), to be held on Wednesday, the 12<sup>th</sup> day of March, 2025 at 12:00 P.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*
<b>Special Business:</b>				
1.	To consider and approve investment in Hippostores Technology Private Limited			
2.	To consider and approve ratification of the remuneration of cost auditor of the Company for the financial year 2024-25			
3.	To consider and approve the appointment of Mr. Mukund Choudhary (DIN: 10923751) as an Executive Director (Tyre Undertaking) of the Company			

Signed this ..... day of..... 2025.  
(Date) (Month)

Signature of the Shareholder(s):

Affix  
Revenue  
Stamp

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**

(CIN: L26100TN2006PLC061254)

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

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

**ATTENDANCE SLIP**

[To be presented at the entrance]

02<sup>nd</sup> Extra Ordinary General Meeting on March 12, 2025 at 12.00 P.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 02<sup>nd</sup> Extra Ordinary General Meeting of the members of Dalmia Bharat Refractories Limited (**'the Company/ DBRL'**) held on Wednesday, the 12<sup>th</sup> day of March, 2025 at 12.00 P.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**

