



Date: September 27, 2022

DBRL/SEC/SE/22-23/03

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

To,
Listing Department (Pending for listing approval)
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

Subject: Intimation of reinstatement, modification, substitution and adoption of altered Articles of Association of the Company

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the shareholders in their annual general meeting held on Tuesday, September 27, 2022, have approved the resolution with regard to reinstatement, modification, substitution and adoption of new sets of Articles of Association (AOA) of the Company containing regulations in conformity with the Companies Act, 2013.

Further, the brief details of alteration in AOA as required under Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith marked as Annexure - I.

You are requested to kindly take the above on your records.

Yours faithfully,
For **Dalmia Bharat Refractories Limited**

(Meghna Saini)
Company Secretary
Membership No. A42587

Encl: As above

Dalmia Bharat Refractories Limited

[e snccil@dalmiarf.com](mailto:snccil@dalmiarf.com) [w www.dalmiaoel.com](http://www.dalmiaoel.com) **CIN:** U26100TN2006PLC061254

Regd Office: Dalmiapuram - 621651, Distt. Tiruchirapalli, TN, India **Corporate Office:** 4, Scindia House, Connaught Place, New Delhi - 110001, India

Plants: **Rajgangpur** Distt. Sundergarh - 770017, OD; **Dalmiapuram** Distt. Tiruchirapalli - 621651, TN; **Khambhalia** P Box 10, Jam Khambhalia, Distt.

Devbhumi, Dwarka, GJ; **Bhilai** 1174/1 & 1174/2, Joratarai Industrial Area, P.O. Mangata Distt., Rajnandgaon - 491441, CG

Sales Offices: Delhi 011 23457100, Kolkata 033 67012600, Bhubaneswar 0674 6773332 & Chennai 044 28301244

A **Dalmia Bharat Group** company

Summary of amendments in AOA of the Company

S. No	Changes/ Modification/ Alterations
1	<ul style="list-style-type: none"> • The Companies Act, 2013 ("the Act") has been amended frequently by way of notifications and amendment acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf. • In view of frequent changes, it was thought fit by the Board of Directors of the Company that certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove. • Since the changes required for aligning the existing AOA with the Act and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA. • During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered.
2	<p>Key changes in the New AOA are as follows:</p> <ul style="list-style-type: none"> • The New AOA has been restructured and aligned with the provisions of the Act, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; • References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with the new provisions of the Act; • The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares, • Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included

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