

DALMIA BHARAT REFRACTORIES LIMITED

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

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

Website: www.dalmiaocl.com CIN: U26100TN2006PLC061254

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting (“AGM”) of the members of Dalmia Bharat Refractories Limited (“**the Company/ DBRL**”) will be held on Tuesday, the 27th day of September, 2022 at 11:00 A.M. at the registered office of the Company situated at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirappalli, Tamil Nadu, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the a) audited standalone financial statements of the Company for the financial year ended on March 31, 2022 and the report of Board of Directors (“**the Board**”) and Auditors’ thereon; and b) audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors’ thereon.
2. To declare the final dividend of INR 0.50/- (5%) per equity share of Rs. 10/- each for the financial year 2021-2022.
3. To appoint a director in place of Ms. Rachna Gorla (DIN: 07148351) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To consider and approve the appointment of Mr. Raj Kamal Saraogi (DIN: 00523247) as a Non-Executive Independent Director 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 section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, the applicable provisions of Securities And Exchange Board Of India (Listing Obligations And Disclosure requirements) Regulations, 2015 (as amended from time to time) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors (“**Board**”) upon receipt of notice from a member in writing under Section 160(1) of the Act proposing the candidature for the office of Director, the approval of the members of the Company be and is hereby accorded to the Board for the appointment of Mr. Raj Kamal Saraogi (DIN: 00523247), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold the office for term of 5 consecutive years effective from March 24, 2022 to March 23, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To consider and approve the regularization of appointment of Mr. Chandra Narain Maheshwari (DIN:00125680) as Non-Executive Director of the Company 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 152 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), as amended from time to time, Mr. Chandra Narain Maheshwari (DIN:00125680) who was appointed as an Additional Director of the Company with effect from October 22, 2021 in terms of provisions of section 161(1) of the Act and eligible to hold office upto ensuring annual general meeting of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed and regularized as Non-Executive Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To consider and approve the appointment of Mr. Sameer Nagpal (DIN: 06599230) as Managing Director & CEO 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 section 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 the applicable provisions of the applicable provisions of Securities And Exchange Board Of India (Listing Obligations And Disclosure requirements) Regulations, 2015 (as amended from time to time), basis the recommendations of the Nomination & Remuneration Committee and the Board of Directors (“**Board**”) upon the receipt of a notice in writing under Section 160(1) of the Act, from a member proposing the candidature for the office of Director, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sameer Nagpal (DIN: 06599230) as the Managing Director & CEO of the Company for a period of 5 years with effect from March 1, 2022, 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. Sameer Nagpal, as it may deem fit and as may be acceptable to Mr. Sameer Nagpal, subject to the same 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 hereby severally authorized to take all necessary steps to give effect to the aforesaid resolution.”

7. To consider and approve the payment of commission to independent directors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“the Act”) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the applicable provisions of Securities And Exchange Board Of India (Listing Obligations And Disclosure requirements) Regulations, 2015 (as amended from time to time), subject to all such sanctions, if any, as may be necessary, approval of the members of the Company be and is hereby given for payment of commission upto 1% of the net profits of the Company computed in terms of Section 198 of the Companies Act, to the Independent Directors of the Company provided the aggregate amount of such commission shall not exceed Rs. 10 lakhs in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

8. To consider and approve the reinstatement, modification, substitution and adoption of new set of Articles of Association (‘AoA’) of the Company and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations or provisions contained in the new set of Articles of Association as placed before this meeting, be and are hereby approved, modified and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with effect from the date of this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

9. To consider, approve and ratify the remuneration of cost auditor of the Company for the financial year 2022-23 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members of Company hereby ratify the remuneration of Rs. 200,000/- (Rupees Two lakhs only) 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 2022-2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

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

Sd/-

Meghna Saini

Company Secretary

Membership No.: A42587

**Place: New Delhi
Dated: August 1, 2022**

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 under item nos. 4 to 9 as above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Secretarial Standard on General Meeting (SS-2) in respect of the directors seeking appointment/re- appointment at this AGM 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.*
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. Proxies submitted on behalf of the companies & other entities, must be supported by appropriate resolution/authority letter, as applicable. 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.*

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.

4. *The register of members and the share transfer books of the Company will be closed from Monday, September 26, 2022 to Tuesday, September 27, 2022 (both days inclusive) for the purpose of this AGM and for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.*

The dividend on equity shares, if declared, at the AGM shall be paid to those members whose names appear on the Company’s register of member on close of business hours on September 23, 2022; in respect of shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

5. *Corporate members/ institutional investors intending to authorize their representatives for participating and voting at the meeting are requested to send to the Company or RTA a duly certified copy of the board resolution/duly executed authorization letter etc. to attend and vote on their behalf at the AGM.*
6. *Members are requested to bring their copies of AGM Notices to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/demat account number/DP Id- Client ID to enable us to provide a duly filled attendance slip for participation at the meeting.*

Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

7. *In case of joint holders attending the Meeting, only such joint holder whose names appears first in the order of names will be entitled to vote.*

8. **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. September 21, 2022 only shall be entitled to vote at the AGM by availing the facility of remote e-voting/Insta-Poll. or by voting at the AGM.
9. 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 ballot or polling papers to be available at the meeting.
10. 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 AGM.
11. 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 AGM 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 August 26, 2022 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, the Notice of this AGM along with other relevant documents are being sent through permitted / requisitioned mode and who wish to receive the notice of this AGM, annual report for the financial year 2021-22 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: inward.ris@kfintech.com
 - b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
12. Members may also note that the notice of this AGM and the annual report for the FY 2021-22 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/>
 13. 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 AGM. 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 AGM.
 14. **Green Initiative:** To support the green initiative by the Ministry of Corporate Affairs and pursuant to Section 101 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, are requested to register their e-mail ID for receiving all communication including annual report, notices, documents and information etc. from the Company electronically.
 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 Companies Act, 2013, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, are not available with us, on or after 1st April, 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. including dividend related matter 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, Rengareddi, 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. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of members with effect from April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are also requested to refer to the communication to the shareholders on the website of the Company in this regard. In this regard, the members are also requested to update their PAN with the Company / KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

20. 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.

21. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company's RTA for revalidation and encash them before the due date. In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all the benefits accruing on such shares e.g., bonus shares, split, consolidation, fraction shares etc. except rights issue shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the

rightful owner claims the shares. Therefore, it is in the interest of shareholders to claim the unclaimed/un-encashed amount of dividend, matured debentures or interest thereon within scheduled time.

22. In this regard, the Company has informed all the concerned shareholders individually and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the “Investors Section” of the website of the Company viz. www.dalmiaocl.com.
23. In view of above, all members are informed that final dividend for the financial year ended March 31, 2015, remaining unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company becomes due for transfer to the Investor Education and Protection Fund on September 2, 2022. Members who have not claimed final dividend in respect of financial year ended March 31, 2015 onwards are requested to approach the Company or Registrar and Share Transfer Agent of the Company for claiming the same as early as possible.
24. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the same from IEPFA by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite original documents enumerated in Form IEPF-5.
25. A route map is attached at the end of this notice.
26. 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 AGM 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 Tuesday, September 27, 2022. 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 AGM 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 (Formerly known as KFin Technologies Private 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, September 24, 2022 at 9:00 A.M. (IST)
End date and time: Monday, September 26, 2022 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) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by KFIN upon expiry of aforesaid period.
- (vi) The facility for voting through polling paper/Insta-Poll shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- (vii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (viii) Cut-off date for the purpose of remote e-voting and voting at the AGM is September 21, 2022. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting/Insta-Poll and voting at the Annual General Meeting through ballot paper.
- (ix) In case a person has become the member of the Company after the dispatch of AGM notice and holding shares as on the cut-off date i.e. September 21, 2022, 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.
- (x) 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 voting process during the AGM, Insta-Poll 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.
- (xi) 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.
- (xii) 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, if any.
- (xiii) Subject to receipt of requisite number of votes or requisite majority, the respective resolution(s) shall deemed to be passed on the date of the Meeting i.e. September 27, 2022.
- (xiv) 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 AGM and for e-voting during the AGM:

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 AGM as well as during the AGM will be provided by Company's RTA – M/s 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> <ol style="list-style-type: none"> i. Go to URL: https://www.evoting.nSDL.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 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. v. On successful selection, you will be redirected to KFin e-voting page for casting your vote during the remote e-voting period. 	<p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> i. Go to URL: www.cdslindia.com ii. Provide demat Account Number and PAN Number iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. After successful authentication, the user will be provided links for the respective ESP, I.E. KFin where the e-Voting is in progress.
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OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

1. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. 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.
3. 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., 6875, 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. 6875 + 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. September 21, 2022 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. 4

The Board of Directors in its meeting held on March 24, 2022 had approved the appointment of Mr. Raj Kamal Saraogi (DIN: 00523247) as an Additional Non-Executive Independent Director of the Company subject to the approval of shareholders at the ensuing general meeting w.e.f. March 24, 2022 for the initial term of 5 (five) consecutive years not liable to retire by rotation.

Mr. Raj Kamal Saraogi is a Registered Insolvency Professional, a Registered Valuer Securities or Financial Assets, Fellow Member of The Institute of Company Secretaries of India and The Institute of Cost Accountants of India. He specializes in corporate finance, Governance, Restructuring, Liquidation, Valuation, Taxation Regulatory Matters, Secretarial, Costing General Administration. In his distinguished career profile of more than 35 years, he has excellence in Aluminium Alloy Extrusions, Stationery, Tubular Structures, Garments Hosiery, Ferro Chrome Textiles, Electrical Cables Conductors, Jute, Caustic Soda, Sugar, Sulphuric Acid, Cement, Air Conditioner, PVC Flooring, Pharmaceuticals, etc sectors.

Mr. Raj Kamal Saraogi has consented to act as a Director of the Company and has given a declaration to the effect that he is not disqualified from being appointed as the independent director of the Company in terms of Section 164 of the Companies Act, 2013 and that he meets the criteria of independence as provided under Section 149(6) of the Act.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Raj Kamal Saraogi for the office of Director of the Company.

*Further in terms of the Secretarial Standard-1, the additional information of Mr. Saraogi is annexed herewith in **Annexure-A**, mentioning therein the nature of her expertise in specific functional areas and the name of the entities in which he holds the position of a Directorship.*

Having regard to the qualification, experience and knowledge, the Board is of the view that his appointment as Non-Executive Independent Director will be in the interest of the Company. The Company will be benefited with his contribution in the Board process, governance and overall working.

He is not related to any other Director of the Company. Except Mr. Raj Kamal Saraogi 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. 4 of the Notice.

Accordingly, your directors recommend the resolution set forth in item no. 4 for the approval of the members as Special Resolution.

Item No. 5

The Board of Directors had approved the appointment of Mr. Chandra Narain Maheshwari (DIN-00125680) as an Additional Director of the Company w.e.f. October 22, 2021 to hold office upto the ensuing General Meeting of the Company in terms of the provisions of Section 161(1) of the Companies Act, 2013.

Mr. C.N. Maheshwari, aged about 66 years, is professionally qualified as a Chartered Accountant, Company Secretary and Cost Accountant from respective Institutes of India and has also completed his Masters in Business Administration. He has about 40 years of work experience in various fields including finance, commercial, business, legal and secretarial etc and is presently associated as an Advisor with Dalmia Cement (Bharat) Limited extending his support in various key functional areas like strategic and business planning, policy making, business development, legal matters etc.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. C.N. Maheshwari for the office of Director of the Company, liable to retire by rotation.

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

Further in terms of the Secretarial Standard-1, the additional information of Mr. Maheshwari is annexed herewith in Annexure-A, mentioning therein the nature of her expertise in specific functional areas and the name of the entities in which she holds the position of a Directorship.

Except Mr. C.N. Maheshwari, 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. 5 of the Notice.

The Board recommends the ordinary resolution as set out in item No. 5 in the Notice for the approval by the shareholders of the Company.

Item No. 6

The Board of Directors of the Company (“the Board”) at its meeting held on February 28, 2022 has, subject to approval of members, appointed Mr. Sameer Nagpal (DIN: 06599230) as the Managing Director & CEO of the Company for a period of 5 (five) years effective March 01, 2022, 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 Managing Director & CEO of the Company in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Sameer Nagpal for the office of Director of the Company.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Sameer Nagpal as the Managing Director & CEO of the Company, in terms of the applicable provisions of the Act.

Further in terms of the Secretarial Standard-1, the additional information of Mr. Sameer Nagpal 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. Sameer Nagpal are as under.

a) Period of Appointment:

The appointment is valid for a period of 5 (five) years from the date of appointment, i.e., March 1, 2022 to February 28, 2027.

b) Salary:

Basic Salary: Rs. 7,10,417 per month.

c) Allowances:

Personal and other Allowances: Rs. 11,80,786 per month.

d) Performance Linked Pay

Variable pay linked to achievement of business results

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, Attire 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.

iii. Employee Stock Options as may be granted to him from time to time as per the Employee Stock Option Plan.

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. Sameer Nagpal as minimum remuneration for a period not exceeding three years.

h) Other Terms and Conditions:

- The Managing Director & CEO shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company.
- The Managing Director & CEO 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 Managing Director & CEO shall be at New Delhi or at such other place as may be required, from time to time, and the Managing 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 five years mentioned in clause (a) hereof, be terminated by either party by giving six 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. 05 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 & related products and 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. However, during the period under review, the company has not commenced its business.

Further, post effectiveness of the group restructuring as approved by NCLT vide its order dated February 3, 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 1, 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	2020-21	2019-20	2018-19
Revenue	961.82	610.71	0.01
Profit/Loss before tax	14.15	(7.74)	0.005
Profit/Loss after tax	11.38	(6.17)	0.003

(v) Foreign Investment or collaborators, if any:

Post implementation of both the restructuring Schemes effective from March 1, 2022, all the subsidiaries including step down subsidiaries/ joint ventures/associates companies of erstwhile Dalmia Refractories Limited since amalgamated with the Company and Refractory business pertaining to DCBL have become the subsidiaries/joint ventures/associate companies of the Company. Accordingly, the details of the foreign subsidiaries as on March 31, 2022 are given below:

S. No	Name of the Subsidiary	Location	Status	% of holding
1.	Dalmia GSB Refractories GmbH	Flottmannstraße 57 44807 Bochum Germany	Wholly Owned Subsidiary	100%
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

Further, the Company have a technology collaboration with Shinagawa Refractories Co. Ltd effective from July 1, 2022.

II. INFORMATION ABOUT THE APPOINTEE:

a) Background Details

Mr. Sameer Nagpal, aged about 52 years, has completed his Bachelor's degree in Mechanical Engineering from Delhi Technological University (formerly, Delhi College of Engineering) and has a Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta. He has an experience of over twenty-eight years in various Indian and Multinational Companies.

He is an acknowledged business strategist and transformation leader.

He has a proven track record of leading businesses through strategic initiatives to drive value for all stakeholders. He is a business innovator, with an astute understanding of the customer and expertise in driving growth through differentiated and market leading strategies. It is a strong proponent of green and a technology enthusiast, Sameer is associated with various national and international industry forums such as Young Presidents' Organization (YPO), IMA's CEO Forum, Indian Refractory Makers Association (IRMA) and others.

He has been associated with the Company as Director since October 31, 2019.

b) Past Remuneration

Mr. Sameer Nagpal was drawing an annual remuneration amounting to Rs. 2.26 Crore upto the period ended on February 28, 2022 from Dalmia Cement (Bharat) Limited and post effectiveness of the restructuring schemes i.e. March 1, 2022 the remuneration was paid by the company amounting to Rs. 0.23 crore.

c) Recognition or Awards

None

d) Job Profile and Suitability

The Managing Director is entrusted with substantial powers of management of the Company and have the right to manage the day- to- day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company and exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time. He has over 28 years of experience in various industries and has the expertise in accelerating growth and building organizational capabilities to ensure delivery of business goals.

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. Further, he will be entitled to Stock options, as may be granted by the Board of Directors of the Company (subject to shareholder and regulatory approvals as required). The value of ESOP's as per the relevant accounting standard shall be deemed as Minimum Remuneration in case of loss or inadequacy of profits in relevant years during his tenure in accordance with the terms and conditions as stated above.

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

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

g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

As on March 31, 2022, Mr. Sameer Nagpal is holding 12,67,200 equity shares having face value of Rs 10/- each, representing 2.87% of total paid-up & issued share capital of the Company. Apart from the remuneration and employment benefits as per the terms & conditions of his appointment

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.

III. OTHER INFORMATION

a) *Reasons of loss or inadequate profits*

Profitability of the Company has been adversely affected because of its inability to timely pass on the increase in the raw material and fuel costs to its customers.

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

The Company is continuously exploring opportunities in new markets and developing new improved products through in-house R&D and by improved technologies.

The Company's management process involves taking continuous steps 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*

Productivity and profitability of the Company is expected to grow with the growth in operations of the Company.

IV. DISCLOSURES

1) *The Remuneration details of Mr. Sameer Nagpal in the capacity of Managing director & CEO of the company is fully described in the respective Resolution and/ or Explanatory Statement attached to the notice of 16th AGM.*

2) *Disclosures on the following matters are provided in the Board of Directors' report under the heading 'Corporate Governance' has been attached to the Annual Report:*

- a. *All elements of remuneration package such as salary, benefits, stock options, pension etc. of all the directors;*
- b. *Details of fixed component and performance linked incentives along with the performance criteria;*
- c. *Service contracts, notice period, severance fees;*
- d. *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. Sameer Nagpal, 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. 6 of the Notice.

Accordingly, your directors recommend the resolution set forth in Item No. 6 for the approval of the members as Special Resolution.

Item No. 7

In terms of Section 197 of the Companies Act, 2013 ("the Act"), inter alia, which permits the company for the payment of remuneration including by way of commission to director subject to the approval by members of the Company by way of a resolution. The Board of Directors at its meeting held on March 24, 2022, subject to approval of the members in the General Meeting, has approved and recommend the payment of

commission upto 1% of the net profit of the Company computed in terms of Section 198 of the Act, to the Independent Directors of the Company provided that the aggregate amount of such commission shall not exceed Rs. 10 lakhs in any financial year.

Except Mr. Deepak Thombre and Mr. Raj Kamal Saraogi, 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. 7 of the Notice.

Accordingly, your directors recommend the resolution set forth in item no. 7 for the approval of the members as Ordinary Resolution.

Item No. 8

Dalmia Bharat Refractories Limited was incorporated on October 4, 2006 under the provisions of the Companies Act, 1956, since then the Articles of Association (“AOA”) was prepared and still are in compliances with the provisions of that old Companies Act, 1956.

The AOA of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles as per the requirements of Table F of First Schedule in the Companies Act, 2013.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

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

The Directors recommend the aforesaid resolution for the approval by the members as a **Special Resolution**.

Item No. 9

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 1, 2022 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 2022-23. at a remuneration of `Rs. 200,000/- 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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2022-2023.

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.

ANNEXURE TO THE NOTICE DATED AUGUST 1, 2022

Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Annual 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. Sameer Nagpal holds a Bachelor's degree in Mechanical Engineering from Delhi Technological University and a Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta. He has over 28 years of experience in various managerial capacities. He is an acknowledged business strategist and transformation leader. He has a proven track record of leading businesses through strategic initiatives to drive value for all stakeholders. He is a business innovator, with an astute understanding of the customer and expertise in driving growth through differentiated and market leading strategies. It is a strong proponent of green and a technology enthusiast, Sameer is associated with various national and international industry forums such as Young Presidents' Organization (YPO), IMA's CEO Forum, Indian Refractory Makers Association (IRMA) and others.

Mr. Raj Kamal Saraogi is a Registered Insolvency Professional, a Registered Valuer Securities or Financial Assets, Fellow Member of The Institute of Company Secretaries of India and The Institute of Cost Accountants of India. He specializes in Corporate Finance, Governance, Restructuring, Liquidation, Valuation, Taxation Regulatory Matters, Secretarial, Costing General Administration. In his distinguished career profile of more than 35 years, he has achieved excellence in Aluminium Alloy Extrusions, Stationery, Tubular Structures, Garments Hosiery, Ferro Chrome Textiles, Electrical Cables Conductors, Jute, Caustic Soda, Sugar, Sulphuric Acid, Cement, Air Conditioner, PVC Flooring, Pharmaceuticals, etc. sectors.

Mr. Chandra Narain Maheshwari, is professionally qualified as a Chartered Accountant, Company Secretary and Cost Accountant from respective Institutes of India and has also completed his master in Business Administration. He has about 40 years of work experience in various fields including finance, commercial, business, legal and secretarial etc. and is presently associated as an Advisor with Dalmia Cement (Bharat) Limited extending his support in various key functional areas like strategic and business planning, policy making, business development, legal matters etc.

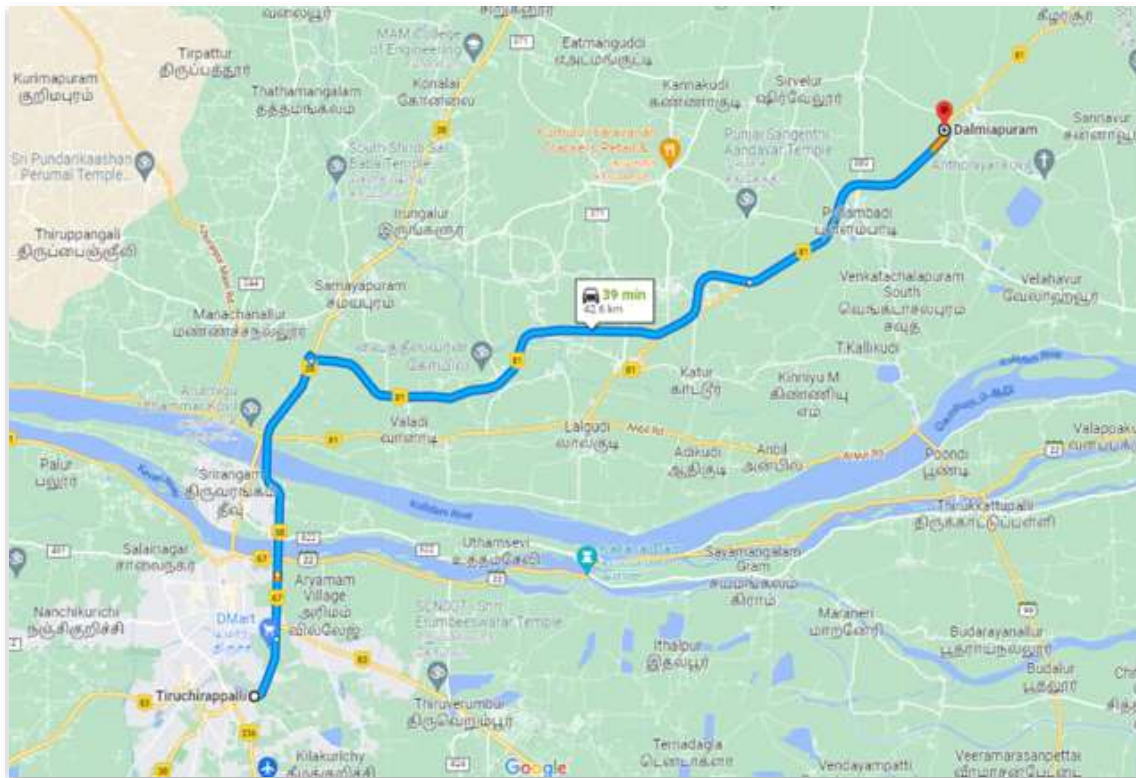
Ms. Rachna Gorla, is a fellow member of the Institute of Company Secretaries of India and a Law Graduate. She has over 26 years of experience in secretarial, compliance and legal functions with esteemed business houses. She has been associated with the core sectors like cement, refractory, power generation and sugar businesses, while working for Dalmia Bharat Group for more than 16 years. Before joining the Group in 2006, she worked with a leading law firm, namely Titus & Co., Advocates, and catered to various national and international clients on various compliance, contractual, legal and regulatory issues, licenses and approvals, operations audit, due diligence, FDI and other legal advisory to corporates and senior management. She also has been a Member of Management Committee on Corporate Affairs, FICCI.

Name of Director	Mrs. Rachna Gorla	Mr. Sameer Nagpal	Mr. Raj Kamal Saraogi	Mr. Chandra Narain Maheshwari
Director Identification Number (DIN)	07148351	06599230	00523247	00125680
Date of Birth & Age	August 8, 1974, 48 years	November 20, 1969, 52 years	June 24, 1961, 60 Years	June 1, 1956, 66 Years
Qualification	Fellow member of the Institute of Company Secretaries of India and a Law Graduate	Bachelor's degree in Mechanical Engineering from Delhi Technological University and a Post Graduate Diploma in Business Management from Indian Institute of Management Calcutta	Registered Insolvency Professional, a Registered Valuer Securities or Financial Assets, Fellow Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India	Professionally qualified as a Chartered Accountant, Company Secretary and Cost Accountant from respective Institutes of India and has also completed his Masters in Business Administration
Experience (Including expertise in specific functional area)/ Brief Resume	Over 26 years of experience in secretarial, compliance and legal functions with esteemed business houses.	Over 28 years of experience in various managerial capacities in Indian and Multinational Companies.	Over 35 years of experience in Corporate Finance, Governance, Restructuring, Liquidation, Valuation, Taxation Regulatory Matters, Secretarial, Costing General Administration in various managerial capacities in several organizations of repute.	Over 35 years of work experience in various fields including finance, commercial, business, legal and secretarial etc.
Date of initial appointment	28/08/2019	31/10/2019	24/03/2022	22/10/2021
Shareholding in the Company as on March 31, 2022	NIL	Holding 12,67,200 shares	NIL	Holding 695 shares
Relationship between Director and Key Managerial Personnel	NIL	NIL	NIL	NIL

Number of Meetings of Board attended during the year ended March, 31, 2022	Eight	Eight	One	Four
List of other Public Companies in which Directorship held as on March 31, 2022	<ol style="list-style-type: none"> 1. Sri Trivikrama Mines and Properties Limited 2. D.I. Properties Limited 3. Ishita Properties Limited 4. Hemshila Properties Limited 5. Sri Madhusudana Mines and Properties Limited 6. Dalmia DSP Limited 7. Murli Industries Limited 8. Alsthom Industries Limited 9. Calcom Cement India Limited 	<ol style="list-style-type: none"> 1. Indian Refractory Makers Association 2. Dalmia Seven Refractories Limited 	Nil	<ol style="list-style-type: none"> 1. Alirox Abrasives Limited 2. Dalmia OCL Limited 3. Dalmia Solar Power Limited 4. Keshav Power Limited 5. Shree Nirman Ltd 6. Arjuna Brokers & Minerals Limited 7. Shri Radha Krishna Brokers & Holdings Limited 8. Dalmia Seven Refractories Limited
Number of Chairmanship /Membership of the Committees of the Board as on March 31, 2022	One	Three	Two	Two

<p><i>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</i></p>	<p>NA</p>	<p>NA</p>	<p><i>The role, duties and capabilities as required in the case of an independent director are well defined in terms & conditions for appointment of independent directors and/or nomination and remuneration policy of the Company, both are available on the website the Company. Further, the Board has a defined list of core skills/ expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has reviewed the profile of Mr. Raj Kamal Saroagi and concluded that he possesses the relevant skill and capabilities to discharge the role of Independent Directors.</i></p>	<p>NA</p>
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ROUTE MAP TO ANNUAL GENERAL MEETING VENUE



DALMIA BHARAT REFRACTORIES LIMITED

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

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

Website: www.dalmiaoel.com CIN: U26100TN2006PLC061254

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 16th Annual General Meeting ("AGM") of the members of Dalmia Bharat Refractories Limited ('the Company/ DBRL'), to be held on Tuesday the 27th day of September, 2022 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*
Ordinary Business:				
1	To consider and adopt the a) audited standalone financial statements of the Company for the financial year ended on March 31, 2022 and the reports of Board of Director ('hereinafter referred to as 'the Board') and auditors' thereon; and b) audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the auditors' thereon.			
2.	To declare the final dividend of INR 0.50/- (5%) per equity share of Rs. 10/- each for the financial year 2021-2022.			
3	To appoint a director in place of Ms. Rachna Gorla (DIN: 07148351) who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business:				
4.	To consider and approve the appointment of Mr. Raj Kamal Saraogi (DIN: 00523247) as a Non-Executive Independent Director of the Company			
5	To consider and approve the regularization of appointment of Mr. Chandra Narain Maheshwari (DIN:00125680) as Non-Executive Director of the Company			
6	To consider and approve the appointment of Mr. Sameer Nagpal (DIN: 06599230) as Managing Director & CEO of the Company			
7	To consider and approve the payment of commission to independent directors of the Company			
8	To consider and approve the reinstatement, modification, substitution and adoption of new set of Articles of Association ('AoA') of the Company			
9	To consider, approve and ratify the remuneration of cost auditor of the Company for the financial year 2022-23			

Signed this day of 2022.
(Date) (Month)

Signature of the Shareholder(s)

Signatures of:

Affix
Revenue
Stamp

.....
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: snccl@dalmiarf.com

Website: www.dalmiaocl.com CIN: U26100TN2006PLC061254

ATTENDANCE SLIP

[To be presented at the entrance]

16th Annual General Meeting on 27th September, 2022 at 11.00 A.M. at Dalmiapuram, P.O.

Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

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

Folio No. DP ID No. Client ID

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

I / We hereby record my / our presence at the 16th Annual General Meeting of the members of Dalmia Bharat Refractories Limited (**'the Company/ DBRL'**) held on Tuesday, the 27th day of September, 2022 at 11.00 A.M. at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu.

Notes:

1. Only Member / Proxyholder can attend the Meeting.
 2. Member / Proxyholder should bring his/her copy of the notice of this annual general meeting for reference at the Meeting.
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Name and Registered Address of the Sole :
First named Member

Name(s) of the Joint Member(s), If any :

Registered Folio No. / DP & Client ID No. :

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Dalmia Bharat Refractories Limited (“DBRL” or “the Company”) is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the 16th Annual General Meeting scheduled to be held on Tuesday, September 27, 2022 at 11.00 A.M by remote e-voting and through Insta-poll. The member may cast their votes using an electronic voting system from a place other than the venue of the meeting.

The Company has engaged the services of KFIN Technologies Limited (“KFIN/ RTA”) as the Authorized Agency to provide remote e-voting facilities.

The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN
6875		

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 09.00 A.M. (IST) on 24 th September, 2022	Upto 05.00 P.M. (IST) on 26 th September, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.

The facility for voting through electronic means by Insta-poll or polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 21th September, 2022. Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated 1st August, 2022 of the 16th Annual General Meeting of the Company scheduled to be held on 27th September, 2022. The notice for the Annual General Meeting is also available on the website of the Company i.e. www.dalmiaocl.com.

Yours faithfully,

For Dalmia Bharat Refractories Limited
Sd/-

Place: NEW DELHI
Date: 1st August, 2022

Meghna Saini
Company Secretary

Instructions and other information relating to e-voting are as under:

1. **In case a Member receives an email from KFIN [for Members whose email IDs are registered with the Company / Depository Participant(s)]:**
 - (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on “LOGIN”.
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$.etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the “EVENT” i.e “Dalmia Bharat Refractories Limited”.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s) by clicking “SUBMIT”.**
 - (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. to the Scrutinizer at e-mail ID: rvs.pcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO”.
2. **In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].**
 - (i) **User ID and initial password** as provided overleaf.
 - (ii) **Please follow all steps from Sr.No.(i) to (xii) as mentioned in (1) above, to cast your vote.**
3. The remote e-voting period commences on 24th September 2022 at 9.00 A.M. IST and ends on 26th September 2022 at 5.00 P.M. IST. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 21st September 2022, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote at the AGM.
4. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFIN’s website <https://evoting.kfintech.com/public/Faq.aspx> or call KFin Technologies Limited on 1800-309-4001 to their toll free number.
5. The facility for voting through electronic means (‘Insta-Poll’) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ‘Insta-Poll’.
6. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Wednesday, 21st September, 2022.
8. A person whose name is 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. 21st September, 2022 only shall be entitled to vote.
9. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 21st September, 2022, may write to the KFIN on the email Id: einward.ris@kfintech.com or contact 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 - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (1) above, to cast the vote.

10. The Board of Directors has appointed **Mr. R. Venkatasubramanian, a Practicing Company Secretary (Membership No. 3673), having office at 76, Angarai Agraharam, Lalgudi Taluk, Trichy District-621703 as a Scrutinizer** to scrutinize the Insta-Poll 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.
11. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Insta-poll or ballot paper, will, not later than three (3) days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.dalmiaocl.com and on the website of the RTA <https://evoting.KFINtech.com>. The results shall simultaneously be communicated to the Stock Exchanges in terms of SEBI Listing Regulation, as applicable.
13. The results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 27th September, 2022.

INSTRUCTION FOR MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESSES SHOULD FOLLOW THE PROCEDURE MENTIONED BELOW:

1. The member can access the Kfin link at: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreq.aspx>
2. Once you enter the link, please select the drop down menu and select the Company Name 'Dalmia Bharat Refractories Limited'.
3. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical then click 'SUBMIT'.
4. Later enter the Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and update your PAN number. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
5. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating your records.
6. Kindly enter the valid email address and mobile number. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
7. Enter the OTPs received by SMS and email to complete the validation process. Kindly note that the OTPs validity will be for 5 minutes only.
8. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
9. Alternatively, members may send an email request addressed to inward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
10. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
11. In case of queries, members are requested to email inward.ris@kfintech.com or call at the toll free number 1800-309-4001.