



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: L26100TN2006PLC061254

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting (“**AGM**”) of the members of Dalmia Bharat Refractories Limited (“**the Company/ DBRL**”) will be held on Friday, the 09th day of August, 2024 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:
 - a) audited standalone financial statements of the Company for the financial year ended on March 31, 2024 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, 2024 and the report of the auditors’ thereon.
2. To declare the final dividend of INR 1.5/- (15%) per equity share of Rs. 10/- each for the financial year 2023-2024.
3. To consider and 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, if thought fit, to pass, with or without modification(s), the following resolution for approval of Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and Dalmia Bharat Sugar and Industries Limited, as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and Regulation 2(1)(zc) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations” or “the Regulations”), Section 2(76), 177, 179, 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded Dalmia Bharat Refractories Limited (“**DBRL**”), to enter into and/or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Dalmia Bharat Sugar and Industries Limited, in terms of the explanatory statement annexed herewith, on such material terms & conditions as may be mutually agreed between DBRL and DBSIL for an aggregate value not exceeding ₹ 20 crore, during financial year 2024-25, provided that such transaction(s)/contract(s)/ arrangement(s)/agreement(s) is/are carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board or any duly constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to

delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution for approval of Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and OCL China Limited as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and Regulation 2(1)(zc) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations” or “the Regulations”), Section 2(76) , 177, 179, 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to Dalmia Bharat Refractories Limited (“DBRL”) and OCL China Limited (“OCL”), to enter into and/or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) in terms of the explanatory statement annexed herewith, on such material terms & conditions as may be mutually agreed between DBRL and OCL for an aggregate value not exceeding ₹ 25 crore, during financial year 2024-25, provided that such transaction(s)/contract(s)/ arrangement(s)/agreement(s) is/are carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board or any duly constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution for approval of Material Related Party Transaction(s) between OCL Global Limited and OCL China Limited, subsidiaries of the Company as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and Regulation 2(1)(zc) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations” or “the Regulations”), Section 2(76) , 177, 179, 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Subsidiaries of the Company, to enter into and/or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) in terms of the explanatory statement annexed herewith, between OCL Global Limited (“OGL”) a wholly owned subsidiary of the Company on one hand and OCL China Limited (“OCL”), a step-down subsidiary of the Company, on other hand, on such material terms & conditions as may be mutually agreed between OGL and

OCL, for an aggregate value not exceeding ₹ 100 crore, during financial year 2024-25, provided that such transaction(s)/contract(s)/ arrangement(s)/agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board or any duly constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution for the approval of appointment of Mr. Prakash Dalmia (DIN:10701218) 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. Prakash Dalmia (DIN: 10701218) as the Executive Director (Tyre Undertaking) of the Company for a period of two years with effect from August 01, 2024, 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. Prakash Dalmia, as it may deem fit and as may be acceptable to Mr. Prakash Dalmia, 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 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**

Place: New Delhi
Dated: July 10, 2024

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

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

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 no. 4 - 7 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 Tuesday, August 06, 2024 to Friday, August 09, 2024 (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, 2024, 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 August 02, 2024; 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 Registrar and Transfer Agent (“RTA”) of the Company 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. August 02, 2024 only shall be entitled to avail the facility of remote e-voting/Insta-Poll before the AGM or cast their vote through e-voting system available 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 July 05, 2024 through electronic mode and whose email addresses are registered with the Company/ depositories.

Therefore, those members, whose email address is not registered with the Company or with their respective depository participant/s, 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 2023-24 and all other communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

- a. For members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: einward.ris@kfintech.com
 - b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
12. Members may also note that the notice of this AGM and the annual report for the FY 2023-24 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. Pursuant to SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) SEBI has mandated all listed companies to record 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/updated with us, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. Accordingly, as mandated vide above cited circulars, the dividend payable against your holdings are liable to be withheld if the KYC details are not updated against your holding.

For the purpose of updation of KYC details against your folio, 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.dalmiaoel.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. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination may contact their respective Depository on the said matter.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of their folios.

Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of RTA.

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:
- Change in their residential status.
 - 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 at snccil@dalmiarf.com or the Company's RTA at inward.ris@kfintech.com 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.dalmiaoel.com.
23. In view of the above, all members are informed that final dividend for the financial year ended March 31, 2016, 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 23, 2024. Members who have not claimed final dividend in

respect of financial year ended March 31, 2016 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 Friday, August 09, 2024. The member may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
 - (ii) The Notice of e-voting indicating the detailed procedure and manner of e-voting along with the user ID and Password are being enclosed separately and forms the integral part of the Notice. The notice for the 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 (“KFIN”) as the Authorized Agency to provide remote e-voting facilities.
 - a) The remote e-voting facility will be available during the following period:

Start date and time:	Monday, August 05, 2024 at 9:00 A.M. (IST)
End date and time:	Thursday, August 08, 2024 at 5:00 P.M. (IST)
 - b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
 - c) In case of any query pertaining to e-voting, please refer ‘Help’ or ‘FAQs’ and ‘User Manual for shareholders’ available at the ‘Download’ section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at Toll Free No.: 1-800 309 4001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.
 - (iv) 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.
 - (v) The facility for voting through 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.

- (vi) 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.
- (vii) Cut-off date for the purpose of remote e-voting and voting at the AGM is August 02, 2024. 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.
- (viii) 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. August 02, 2024 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.
- (ix) 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.
- (x) 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.
- (xi) The voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company www.dalmiaoel.com and on the website of RTA i.e. <https://evoting.Kfintech.com>. The results shall simultaneously be communicated to the Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange, exchanges where the shares of the Company are listed.
- (xii) Subject to receipt of requisite number of votes or requisite majority, the respective resolution(s) shall be deemed to be passed on the date of the Meeting i.e. August 09, 2024.
- (xiii) 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:

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 – KFIN Technologies Limited.

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

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

OPTION 1 – LOGIN THROUGH DEPOSITORIES

NSDL	CDSL
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ol style="list-style-type: none"> 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> <ol 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> <ol 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> <ol 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.

3. Alternatively by directly accessing the e-voting website of NSDL:

- (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.

3. Alternatively by directly accessing the e-voting website of CDSL:

- i) Go to URL: www.cdslindia.com
- (iii) Provide demat Account Number and PAN Number
- (iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
- (v) After successful authentication, the user will be provided links for the respective ESP, I.E. KFin where the e-Voting is in progress.

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., 8129, 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. 8129 + 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. August 02, 2024 may obtain the login and password by sending a request at evoting@kfintech.com.



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

Item-4 and 5

Regulation 23 of the Listing Regulations, inter-alia, states that a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The management of your Company is now strategically realigning its focus on specialized refractories business through:

(a) DBSIL's Salem unit i.e., Dalmia Magnesite Corporation (“**DMC**”) taken on leave on license. DMC in order to fulfil the pending orders obtained by it prior to the said leave and license arrangement has entered into an arrangement with DBRL to purchase the refractory products from DBRL and sell it to customers; and

(b) Its step down subsidiary located in China namely OCL China Limited by purchasing the refractories manufactured by OCL China Limited and selling it to customers’ to fulfil the customer’s requirements.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by Independent accounting firm for arm’s length consideration and compared with the benchmarks available for similar type of transactions and these analysis are presented to the Audit Committee of the Company.

Audit Committee of the Company reviews the details of all related party transactions entered into by the Company on a quarterly basis. The related party transactions between the Company and its subsidiaries and between the subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries and DBRL (wherever applicable).

Considering the quantum of transactions which may exceed the materiality limit of DBRL as prescribed under Regulation 23 of SEBI LODR and the extended framework for related party transactions under the Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021.

Detailed information for item number 4 as prescribed under SEBI regulations:

S. no.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Parties: Dalmia Bharat Sugar and Industries Limited (‘DBSIL’) through its manufacturing unit at Salem namely Dalmia Magnesite Corporation Relationship: DBSIL is a promoter group entity of DBRL

2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, material terms and particulars	<p>The transaction relates to sale of refractory products by DBRL to DBSIL.</p> <p>DBRL through its manufacturing unit in Salem which is taken on leave and license basis as of now, to sell refractory products manufactured at the said plant to DBSIL, so as to enable the refractory division of DBSIL namely Dalmia Magnesite Corporation, to fulfil the customers' requirements.</p> <p>Products to be sold on arm's length basis and in ordinary course of business.</p>
4.	Value of the proposed transaction	Rs. 20 Crore
5.	Any advance paid or received for the contract or arrangement, if any	Not applicable
6.	Tenure of the transactions	1 year
7.	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 a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for sale and purchase between DBRL & DBSIL:</p> <p>15.26%</p>
8.	Justification as to why the RPT is in the interest of the listed entity	The RPT is win win for both DBRL and DBSIL in the terms that this will enable DBSIL to fulfill its pending order and on the other hand will help DBRL in optimum utilization of its resources.
9.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
10.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not applicable
11.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable

12.	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company has relied on the standard practices of valuation for ensuring that the transaction is made on arm's length.
14.	Any other information that may be relevant	None

Detailed information for item number 5 as prescribed under SEBI regulations:

S. no.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	OCL China Limited ('OCL') Relationship: OCL is the step down subsidiary of DBRL through DBRL's wholly owned subsidiary OCL Global Limited, Mauritius. OCL Global Limited holds 90% shareholding in OCL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Dr. Chandra Narain Maheshwari the Whole Time Director in DBRL is also a director in OCL.
3.	Type, material terms and particulars	The transaction relates to purchase of refractory products from OCL by DBRL. In order to expand its refractory business and fulfil its customers' requirements, DBRL to purchase the refractory products from OCL and sale it to the customers. Transaction is to be done on arm's length and in ordinary course of business.
4.	Value of the proposed transaction	Rs. 25 Crore
5.	Any advance paid or received for the contract or arrangement, if any	Not applicable
6.	Tenure of the transactions	1 year
7.	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 a 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 estimated transaction value for sale and purchase between DBRL & OCL: 19.08%
8.	Justification as to why the RPT is in the interest of the listed entity	OCL China is the step down subsidiary of DBRL having the manufacturing facilities, the results of

		which are consolidated with DBRL's financial statements.
9.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
10.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not applicable
11.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
12.	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company has relied on the standard practices of valuation for ensuring that the transaction is made on arm's length.
14.	Any other information that may be relevant	None

The Related Party Transactions placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

None of the Directors, Key Managerial Personnel (except Dr. Chandra Narain Maheshwari, Whole Time Director & CEO of the Company as well as Director of OCL China Limited) and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 4 and 5 as set out in this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 and 5 of the Notice for approval by the shareholders.

Item-6

Regulation 23 of the Listing Regulations, inter-alia, states that a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 23 also mandates the shareholders of the listed entity to approve the material related party transactions of its unlisted subsidiaries.

Further, the amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Transactions pertains to purchase of refractory products by OCL Global Limited, a wholly owned subsidiary of DBRL from OCL China Limited, step down subsidiary of DBRL, for further selling it to the customers. Considering the quantum of transactions and the extended framework for related party transactions under the Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by Independent accounting firm for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analysis are presented to the Audit Committee of the Company.

Audit Committee of the Company reviews the details of all related party transactions entered into by the Company on a quarterly basis. The related party transactions between the Company and its subsidiaries and between the subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable).

S. no.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties: OCL Global Limited OCL China Limited</p> <p>Relationship: OCL China Limited('OCL') is the subsidiary of OCL Global Limited ('OGL') which is a wholly owned subsidiary of DBRL.</p> <p>OGL holds 90% stake in OCL , making it as step-down subsidiary of the Company.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Dr. Chandra Narain Maheshwari the Whole Time Director of DBRL is also a director in OCL China Limited.
3.	Type, material terms and particulars	OGL purchases goods and services from OCL in ordinary course of business and on arm's length basis.
4.	Value of the proposed transaction	Rs. 100 Crore
5.	Any advance paid or received for the contract or arrangement, if any	Not applicable
6.	Tenure of the transactions	1 Year
7.	The percentage of the listed entity's annual consolidated turnover, for the	The estimated transaction value for sale and purchase between OCL and OGL:

	immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	76.33%
8.	Justification as to why the RPT is in the interest of the listed entity	As the RPT is between the subsidiaries, the results of whom will be consolidated in DBR's financial results and ultimately will be reflected in the consolidated financial statements of DBRL.
9.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
10.	Details of the source of funds in connection with the proposed transaction	Not Applicable
11.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not applicable
12.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
13.	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
14.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Company has relied on the standard practices of valuation for ensuring that the transaction is made on arm's length.
15.	Any other information that may be relevant	None

The Related Party Transactions placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

None of the Directors, Key Managerial Personnel (except Dr. Chandra Narain Maheshwari, Whole Time Director & CEO of the Company as well as Director of OCL China Limited) and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 6 as set out in this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item-7

The Board of Directors of the Company (“**Board**”) in its meeting held on July 10, 2024 has, subject to approval of members, appointed Mr. Prakash Dalmia (DIN: 10701218) as the Executive Director (Tyre Undertaking) of the Company for a period of 2 (two) years effective from August 01, 2024, 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. Prakash Dalmia as the Executive Director (Tyre Undertaking) 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. Prakash Dalmia 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. Prakash Dalmia 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., August 01, 2024.

b. Salary:

Basic Salary: Rs. 3,12,599 per month.

c. Allowances:

Personal and other Allowances: Rs. 3,32,180 per month.

d. Performance Linked Pay:

Variable pay: Rs. 16,07,651 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. Prakash Dalmia 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. Prakash Dalmia is a Chartered Accountant having over 19 years of experience in FMCG industry with specialization in Financial Planning & MIS, Profitability Analysis, Internal Audit, Instituting Systems & Processes, Risk Management, Indirect Taxes, Management, Budgeting, Capex, Accounting & Auditing.

(b) Past Remuneration

Mr. Prakash Dalmia was drawing an annual remuneration of Rs. 1 Crore in his past employment.

(c) Recognition or Awards

None

(d) Job Profile and Suitability

Mr. Prakash Dalmia, 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 19 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. Prakash Dalmia 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. Prakash Dalmia 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 18th 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:
 - 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. Prakash Dalmia, 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 Special Resolution.



ANNEXURE TO THE NOTICE DATED JULY 10, 2024

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)

Ms. Rachna Gorla, is a fellow member of the Institute of Company Secretaries of India and a Law Graduate. She has over 28 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 18 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.

Mr. Prakash Dalmia is a fellow member of the Institute of Chartered Accountants of India. He has over 19 years of experience in FMCG industry with specialization in Finance Business Partnering, Commercial Finance, Financial Planning & MIS, Profitability Analysis, Internal Audit, Instituting Systems & Processes, Risk Management, Indirect Taxes Management, Budgeting, Capex, Accounting & Auditing. He has been associated with corporates like, ITC Limited and have handled multiple roles ranging from Internal Audit, Corporate Financial Planning & MIS, Manufacturing Unit Finance Controller, Regional Marketing Finance Business Partner.

Name of Director	Mr. Prakash Dalmia	Ms. Rachna Gorla
Director Identification Number (DIN)	10701218	07148351
Date of Birth & Age	May 26, 1981	August 8, 1974, 49 years
Qualification	Fellow member of the Institute of Chartered Accountants of India	Fellow member of the Institute of Company Secretaries of India and a Law Graduate
Experience (Including expertise in specific functional area)/ Brief Resume	Over 19 years of experience in FMCG industry with specialisation in Financial Planning & MIS, Profitability Analysis, Internal Audit, Instituting Systems & Processes, Risk Management, Indirect Taxes Management, Budgeting, Capex, Accounting & Auditing.	Over 28 years of experience in secretarial, compliance and legal functions with esteemed business houses.
Date of initial appointment	10/07/2024	28/08/2019
Shareholding in the Company as on March 31, 2024	NIL	NIL
Relationship between Director and Key Managerial Personnel	None	None

Number of Meetings of Board attended during the year ended March, 31, 2024	NA	Eight
List of other Public Companies in which Directorship held as on March 31, 2024	None	<ol style="list-style-type: none"> 1) Sri Madhusudana Mines and Properties Limited 2) Alsthom Industries Limited 3) Hemshila Properties Limited 4) D.I. Properties Limited 5) Baghaulti Sugar and Distillery Limited 6) Ishita Properties Limited 7) Sri Trivikrama Mines and Properties Limited
Number of Chairmanship/Membership of the Committees of the Board as on March 31, 2024	None	One
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	NA



DALMIA BHARAT REFRACTORIES LIMITED

(CIN: L26100TN2006PLC061254)

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

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

ATTENDANCE SLIP

[To be presented at the entrance]

18th Annual General Meeting on 09th August, 2024 at 11.00 A.M. at Dalmiapuram, P.O.

Kallakudi-621651, Dist. Tiruchirappalli, Tamil Nadu.

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

Folio No. DP ID No. Client ID

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

Signature.....

I / We hereby record my / our presence at the 18th Annual General Meeting of the members of Dalmia Bharat Refractories Limited ('**the Company/ DBRL**') held on Friday, the 09th day of August, 2024 at 11.00 A.M. at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Dist. 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 annual general meeting for reference at the Meeting.



DALMIA BHARAT REFRACTORIES LIMITED

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

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

Website: www.dalmiaocl.com CIN: L26100TN2006PLC061254

FORM NO. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-mail id:.....Folio No. / DP ID-Client ID.....

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

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

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

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

whose signatures are appended below, as my/our proxy to attend and vote (on a poll/insta-poll) for me/us and on my/our behalf at the 18th Annual General Meeting ("AGM") of the members of Dalmia Bharat Refractories Limited ('the Company/ DBRL'), to be held on Friday, the 09th day of August, 2024 at 11:00 A.M. at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, 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: a) audited standalone financial statements of the Company for the financial year ended on March 31, 2024 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, 2024 and the report of the auditors' thereon.			
2.	To declare the final dividend of INR 1.5/- (15%) per equity share of Rs. 10/- each for the financial year 2023-2024.			
3	To consider and 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 Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and Dalmia Bharat Sugar and Industries Limited.			
5.	To consider and approve the Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and OCL China Limited			
6.	To consider and approve the Material Related Party Transaction(s) between OCL Global Limited and OCL China Limited, subsidiaries of the Company			
7.	To consider and approve the appointment of Mr. Prakash Dalmia (DIN:10701218) as an Executive Director (Tyre Undertaking) of the Company			

Signed this day of 2024.
(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.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

