



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 FOR EXTRAORDINARY GENERAL MEETING

To,
The Member(s),

NOTICE is hereby given that the first Extraordinary General Meeting (“EGM”) of the members of Dalmia Bharat Refractories Limited (**‘the Company/ DBRL’**) will be held on Wednesday, December 21, 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 special businesses:

1. To consider and approve the transfer of the business undertaking engaged in the refractories business of the Company to Dalmia OCL Limited, a wholly owned subsidiary

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

“RESOLVED THAT pursuant to the provisions of Sections 179, 180(1)(a), 188 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and in term of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and all other provisions shall be applicable on listed companies in India (‘SEBI Listing Regulations’) to consummate the transfer of business undertaking, as amended from time to time, and in accordance with the relevant provisions of the memorandum of association and the articles of association and/or such other approvals, sanctions, consents and permission, as may be necessary and upon recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to sell/lease/transfer/ otherwise dispose of the business undertaking engaged in the Indian refractories business of the Company (other than MgOC business) as a going concern/running basis to its wholly owned subsidiary company namely Dalmia OCL Limited (‘the buyer’) at such consideration, for an amount not exceeding INR 26,000 Million to be disbursed partially in cash and remaining in equity shares, with effect from such date and other conditions pursuant to the business transfer agreement entered by the Company with the buyer on November 19, 2022, in such manner and on such terms & conditions, as may be deemed appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include a committee thereof) and/ or Company Secretary of the Company, be and are hereby severally authorized to finalize, sign, execute, issue and/or deliver the agreement(s), letters, forms, filings, undertakings, and document(s), deed(s) and/or any other document(s)/writing(s) as may be required, and accept such modifications/amendments thereto as may be required, to negotiate the terms and conditions thereof and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient to give effect to this resolution.

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

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

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members in their meeting held on February 18, 2022 and pursuant to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification, amendment or reenactment thereof for the time being in force and as may be enacted from time to time), upon recommendation of the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase, share swap agreement or arrangement or otherwise, securities including equities/preference shares/ Debentures or Bonds/Mutual Funds, Advance etc. of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 2500 Crores (Rupees Twenty-Five Hundred Crores Only) notwithstanding that such investment and acquisition together with existing investments of the company in body corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Sec 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a committee thereof), be and are hereby severally authorized to negotiate and finalize the terms and conditions of the said investment, loans, guarantees and providing security on behalf of the Company, as may deemed fit in the best interest of the Company and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient to give effect to this resolution.

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

3. To consider and approve the transfer or otherwise dispose-off the whole investment of the Company in the equity shares of Dalmia OCL Limited ('DOCL'), to RHI Magnesita India Limited ('RHIM'), in exchange of equity shares of RHIM

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

"RESOLVED THAT pursuant to the provisions of Sections 179, 186 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, if any, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and in term of applicable provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and all other provisions as may be applicable ('SEBI Listing Regulations') including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities and subject to their requisite approvals, if any, in accordance with the provisions of memorandum and articles of association of the company, the consent of the members of the Company, be and is hereby accorded for transfer of the whole of the investment made by the Company in the equity shares of Dalmia OCL Limited ('DOCL'), as wholly owned subsidiary of the Company to RHI Magnesita India Limited ('RHIM') in exchange and/or for consideration aggregating up to INR 17,07,75,78,300 (Indian Rupees One Thousand Seven Hundred

Seven Crore Seventy Five Lakh Seventy Eight Thousand Three Hundred only) comprising of 2,70,00,000 equity shares of RHIM having face value of INR. 1/- each at a price of Rs. 632.5029 per equity share (at a premium of Rs. 631.5029 per Equity Share) representing 14.36% of the post issue paid up equity share capital of the RHIM, resulting in reduction of Company's shareholding (either on its own or together with other subsidiaries) in DOCL to less than or equal to fifty percent or cease the exercise of control over DOCL, in such manner and on such terms & conditions, as may be deemed appropriate in the best interest of the Company, by way of share swap agreement/ arrangement entered into by the Company or otherwise.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient to give effect to this resolution.

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

4. To consider and approve the payment of performance bonus to Mr. Sameer Nagpal (DIN: 06599230), Managing Director & CEO of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 ("**the Act**") and 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), and in line with the applicable provisions of all the necessary applicable laws and subject to receipt of all necessary sanctions and approvals as may be required the and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of special performance bonus to Mr. Sameer Nagpal, Managing Director and CEO of the Company, which shall be over and above the remuneration as approved by the members of the Company at their meeting held on September 27, 2022, for such sum not exceeding 3.5% of the book profit (before tax), arising from the transaction against transfer of its business undertaking, in accordance with Business Transfer Agreement and Share Swap Agreement, each entered into by the Company on November 19, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a committee thereof) and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.

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

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

**Sd/-
Meghna Saini**

Company Secretary

Membership No.: A42587

Place: New Delhi

Dated: November 28, 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 mentioned above under item nos. 1 to 4, 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, December 20, 2022 to Wednesday, December 21, 2022 (both days inclusive) for the purpose of this EGM.*
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 EGM.*
6. *Members are requested to bring their copies of EGM Notices to the Meeting. In order to enable us to register your attendance at the venue of the EGM, 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. *Where there are joint-holders of any share, any one of such persons may vote at the EGM either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at the EGM either personally or by proxy then that one of the said persons so present whose name appears first in the order of names will be entitled to vote.*

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. December 15, 2022 only shall be entitled to vote at the EGM by availing the facility of remote e-voting/Insta-Poll. or by voting at the EGM.
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 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 EGM.
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 EGM along with other relevant documents are being sent to those members whose names are recorded in the Register of Members/Register of Beneficial Owners as on November 25, 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 extract of Notice of this EGM are being sent through permitted / requisitioned mode and who wish to receive the notice of this EGM along with other relevant documents and all other communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

- a. For members holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: einward.ris@kfintech.com
 - b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
12. Members may also note that the notice of this EGM will also be available on the Company's website www.dalmiaocl.com for their download. The same shall also be available on the website of RTA at <https://evoting.kfintech.com/>
 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 EGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the EGM.
 14. **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.
 15. 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.

16. **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*

17. *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.

18. *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.*

19. *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.*

20. *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. In this*

regard, the Company has informed that the details of concerned shareholders and shares due for transfer are uploaded on the “Investors Section” of the website of the Company viz. www.dalmiaocl.com.

21. A route map is attached at the end of this notice.
22. Voting through Electronic Mode (detailed instructions along with User ID and password are enclosed separately and forms the part of Notice).
 - (i) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide the facility of remote e-voting to all the members to exercise their right to vote on resolutions proposed to be passed at the EGM by electronic means. The complete instructions on e-voting facility provided by the Company are annexed to this notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting through electronic mode that may take place at the Meeting on Wednesday, December 21, 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 EGM along with detailed instructions is also available on the website of the Company i.e. www.dalmiaocl.com
 - (iii) The Company has engaged the services of KFIN Technologies Limited (“KFIN”) as the Authorized Agency to provide remote e-voting facilities.
 - (iv) a) The remote e-voting facility will be available during the following period:

Start date and time:	Sunday, December 18, 2022 at 9:00 A.M. (IST)
End date and time:	Tuesday, December 20, 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 EGM 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 EGM is December 15, 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 Extraordinary General Meeting through ballot paper/Insta-Poll.*
- (ix) *In case a person has become the member of the Company after the dispatch of EGM notice and holding shares as on the cut-off date i.e. December 15, 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 EGM, 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 deem to be passed on the date of the Meeting i.e. December 21, 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 EGM and for e-voting during the EGM:

1. INSTRUCTION FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide the facility of remote e-voting to its Members.

The facility of casting votes by a Member using a remote e-voting system before the EGM as well as during the EGM will be provided by Company’s RTA – KFin Technologies Limited.

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

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

OPTION 1 – LOGIN THROUGH DEPOSITORIES

NSDL	CDSL
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsd.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.nsd.com (ii) Select “Register Online for IDeAS” or click https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (iii) Proceed with completing the required fields. (iv) Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL:</p>	<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>(i) Go to URL: https://www.evoting.nsd.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) A new screen will open. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be requested to select the name of the Company and the e-voting service provider name, i.e. KFin.</p> <p>(v) On successful selection, you will be redirected to KFin e-voting page for casting your vote during the remote e-voting period.</p>	<p>3. Alternatively by directly accessing the e-voting website of CDSL:</p> <p>i) Go to URL: www.cdslindia.com</p> <p>ii) Provide demat Account Number and PAN Number</p> <p>iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>iv) After successful authentication, the user will be provided links for the respective ESP, I.E. KFin where the e-Voting is in progress.</p>
--	--

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. 7094, 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. 7094 + 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. December 15, 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. 1

The members are hereby informed that the management of the Company is looking forward for strategic steps towards business restructuring and in light of changing economic scenario including external factors and future prospects, accordingly it is proposed to sell, transfer, and/or otherwise dispose of the business undertaking engaged in the Indian refractories business of the Company (other than MgOC business) to Dalmia OCL Limited ('DOCL'), its wholly owned subsidiary company as a going concern/running business, on aggregate consideration amount not exceeding INR 26,000 Million to be disbursed partially in cash and remaining in equity shares, pursuant to the business transfer agreement entered by the Company with DOCL on November 19, 2022, in such manner and on such terms & conditions, as may be deemed appropriate for best beneficial of the Company.

The details with regard to the concerned Indian business undertakings (other than MgOC business) to be sold/transferred/ otherwise disposed off to DOCL, shall be made available to the members, upon receipt of written request at the corporate or registered office of the company or members may write to company secretary at snccil@dalmiarf.com for the same.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company cannot sell, transfer or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 1 of the Notice for sell, transfer and/or otherwise dispose of the business undertaking engaged in the refractories business of the Company to DOCL.

The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

Except Mr. Chandra Narain Maheshwari and Mr. Sikander Yadav, being the directors of DOCL, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

Item No. 2

The members of the Company at their extraordinary general meeting held on February 18, 2022 have previously sanctioned the overall limit for inter-corporate loan/ guarantee/ security/ investment upto INR 500 Crore, however in view of the strategic steps towards business restructuring i.e. receipt of consideration in lieu of transfer of business undertaking of the Company to RHIM and for the future prospects of the Company, upon recommendation of the Audit Committee and Board of Directors of the Company, it is proposed to enhance the overall limit for inter-corporate loan/ guarantee/ security/ investment for an amount not exceeding INR 2500 Crores in terms of the provision of section 186 of the Companies Act, 2013 and its rules made hereunder.

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

Accordingly, consent of the members is being sought for resolution as set out at Item No. 2 of the Notice for enhancement of the inter-corporate loan/ guarantee/ security/ investment, in one or more tranches for an amount not exceeding INR 2500 Crore.

The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

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

Item No. 3

For the purpose of business restructuring and better future prospects in favor of the business activities of the Company, the management of your Company, proposes to transfer by way of share swap agreement or otherwise dispose-off the whole or part of investment/shareholding of Dalmia OCL Limited ('DOCL'), a wholly owned subsidiary of the Company to RHI Magnesita India Limited ('RHIM') in exchange and/or for consideration aggregating up to INR 17,07,75,78,300 (Indian Rupees One Thousand Seven Hundred Seven Crore Seventy Five Lakh Seventy Eight Thousand Three Hundred only) comprising 2,70,00,000 equity shares of RHIM having face value of INR. 1/- each at a price of Rs. 632.5029 per equity share (at a premium of Rs. 631.5029 per Equity Share) representing 14.36% of the post issue paid up equity share capital of the RHIM, resulting in reduction of Company's shareholding (either on its own or together with other subsidiaries) in DOCL to less than or equal to fifty percent or cease the exercise of control over the DOCL in such manner and on such terms & conditions, as may be deemed appropriate in the best interest of the Company.

In terms of the provisions of applicable provisions of the Companies Act, 2013 and SEBI listing regulations, disinvestment of material subsidiary, which resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without the consent of the shareholders of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 3 of the Notice for transfer of investment of DOCL by way of share swap agreement dated November 19, 2022 entered into by the Company with RHIM.

The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

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

Item No. 4

The Board in its meeting held on February 28, 2022 had approved the appointment along with the remuneration payable to Mr. Sameer Nagpal as Managing Director & CEO of the Company with effect from March 1, 2022, which was ratified & approved by the members of the Company at their annual general meeting held on September 27, 2022.

Mr. Sameer Nagpal has worked strenuously to successfully consolidate the refractory businesses from different legal entities into one legal entity, resulting to have a reasonable size in the market, due to which it has achieved to become one of the top refractory company of India.

Recently, on November 19, 2022, the Board of the Company has approved the execution of agreement for transfer of substantial business undertaking (“Transaction”) of DBRL.

Mr. Nagpal is working on various options in the interest of the business, including the above Transaction and this was a part of his KRA/KPI. Being a non-promoter professional MD, his remuneration (including bonus payment) is based on the achievement of his KRA/KPI. Hence, it is proposed to pay a one-time special performance bonus not exceeding 3.5% of the book profit (before tax) arising from the Transaction. The bonus is proposed to be paid within 15 working days of the closure of the transaction.

In terms of Section 197 read with schedule V of the Companies Act, 2013 (‘Act’), as amended from time to time, the approval of members of the Company by way of special resolution shall be required for the purpose of making payment of any additional bonus/ perquisite etc. to its managerial personnel’s over and above the remuneration approved by the members of the Company in accordance with the Act.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 4 of the Notice for payment of special performance bonus to Mr. Sameer Nagpal for an amount not exceeding 3.5% of the book profit (before tax) arising from the Transaction. The bonus is proposed to be paid within 15 working days of the closure of the transaction.

The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

Mr. Sameer Nagpal, Managing Director is concerned or interested in the passing of the said resolution as the same belongs to payment of remuneration to him. Except Mr. Sameer Nagpal, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution



DALMIA BHARAT REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi, Tiruchirappalli-621 651, Tamil Nadu
Phone: 011-23457100, E-mail: snccil@dalmiarf.com
Website: www.dalmiaocl.com CIN: L26100TN2006PLC061254

FORM NO. MGT-11 PROXY FORM

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

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

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

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

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

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

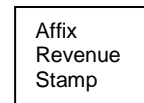
whose signatures are appended below, as my/our proxy to attend and vote (on a poll/insta-poll) for me/us and on my/our behalf at the 1st Extraordinary General Meeting (“EGM”) of the members of Dalmia Bharat Refractories Limited (‘the Company/ DBRL’), to be held on Wednesday the 21st day of December, 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*
Special Business:				
1.	To consider and approve the transfer of the business undertaking engaged in the refractories business of the Company to Dalmia OCL Limited, a wholly owned subsidiary			
2.	To consider and approve the enhancement of overall limit for inter-corporate loan/ guarantee/ security/ investment pursuant to Section 186 of the Companies Act, 2013			
3.	To consider and approve the transfer or otherwise dispose-off the whole investment/shareholding of the Company in the equity shares of Dalmia OCL Limited (‘DOCL’), to RHI Magnesita India Limited (‘RHIM’), in exchange of equity shares of RHIM			
4.	To consider and approve the payment of special performance bonus to Mr. Sameer Nagpal (DIN: 06599230), Managing Director & CEO of the Company			

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

Signature of the Shareholder(s)

Signatures of:



.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:

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



DALMIA BHARAT REFRACTORIES LIMITED

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

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

Website: www.dalmiaocl.com CIN: L26100TN2006PLC061254

ATTENDANCE SLIP

[To be presented at the entrance]

1st Extraordinary General Meeting on 21st December, 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. OR

DP ID No. Client ID

Name of the Member/ Proxy Holder Signature

*I / We hereby record my / our presence at the 1st Extraordinary General Meeting of the members of Dalmia Bharat Refractories Limited ('**the Company/ DBRL**') held on Wednesday, the 21st day of December, 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.*

ROUTE MAP TO 1st EXTRAORDINARY GENERAL MEETING VENUE

