

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

The Listing Department
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001

Subject: Outcome of Board Meeting pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations')

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform that the Board of Directors in their meeting held today i.e. December 28, 2023 have approved the issuance of unrated, secured, unlisted Non-Convertible Debentures ('NCDs') on private placement basis to Himadri Speciality Chemical Limited.

Further, Mr. Prakash Dalmia has been appointed as the Chief Operating Officer (on deputation) of the Tyre Undertaking of the Company and has been designated as the Senior Management Personnel ('SMP') of the Company in terms of Regulation 16(1)(d) and Regulation 30 read with Schedule III Part A para 7 of the SEBI Listing Regulations.

The brief details for the issuance of NCDs and appointment of SMP as required under Regulation 30 of SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure- A** and **Annexure- B** respectively.

The said meeting commenced on 06:20 P.M. and concluded on 08:15 P.M.

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

Thanking you,

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



(Meghna Saini)
Company Secretary
Membership No. A42587



Encl: As above

ANNEXURE-A

Size of the issue	10,00,00,000 NCDs of face value of INR 10/- each, aggregating up to INR 100,00,00,000.
Whether proposed to be listed? If yes, name of the stock exchange(s)	Unlisted
Tenure of the instrument - date of allotment and date of maturity	5 (five) years from the Deemed Date of Allotment unless mutually extended by the Parties.
Coupon/interest offered, schedule of payment of coupon/interest and principal	Fixed Coupon Rate: 0.001% per annum Variable Coupon Rate: Annual interest, (if any), subject to availability of surplus profits and cash flows in relation Tyre Undertaking shall be mutually agreed between the Parties and shall be payable only upon finalization of accounts of the Tyre Undertaking.
Charge/security, if any, created over the assets	1. movable and immovable assets of the the Tyre Undertaking 2. Investment in SPV (as defined in the Resolution Plan)
Special right/interest/privileges attached to the instrument and changes thereof	No decision relating to the Tyre Undertaking by the board of directors adversely affecting the rights of the debenture holders shall be implemented without the prior approval of Debenture holder, other than ordinary course.
Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	NA
Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	NA
Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Redemption shall only happen on expiry of tenure. However, in the event of any corporate restructuring/re-organization such as merger, demerger, restructuring, involving Tyre Undertaking (as defined in the Resolution Plan), the Redemption premium amount (if any) shall be mutually agreed between the Parties. The debentures shall redeem at end of tenure however both parties may mutually agree for part redemption of debentures on such terms as may be mutually agreed. Provided that in the event of corporate restructuring/re-organization such as merger, demerger, restructuring the said debenture forming part of the Tyre Undertaking may get transferred

Dalmia Bharat Refractories Limited

e snccil@dalmiarf.com w www.dalmiaocl.com, CIN : L26100TN2006PLC061254

Regd Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu, India Corporate Office : 4, Scindia House, Connaught Place, New Delhi-110 001

A Dalmia Bharat Group company



ANNEXURE-B

S No.	Particulars	Details
1.	Reason for Change	Appointment
2.	Date of appointment/cessation (as applicable) & term of appointment	December 28, 2023
3.	Brief profile (in case of appointment)	Mr. Prakash Dalmia has 19 years of experience in FMCG industry with specialisation 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.
4.	Disclosure of relationships between directors	Not applicable

