



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

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

To,
The Member(s),

NOTICE is hereby given that the second Extra-ordinary General Meeting (“EGM”) for the financial year 2023-24 of the members of Dalmia Bharat Refractories Limited (**‘the Company/ DBRL’**) will be held on Friday, August 25, 2023 at 11:00 A.M. at the registered office of the Company situated at Dalmiapuram, P.O. Kallakudi, District Tiruchirappalli- 621 651, to transact the following special businesses:

1. **To consider and approve the increase in authorized share capital of the Company and consequent amendment in the capital clause of the memorandum of association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and Section 64 of the Companies Act, 2013 along with rules made thereunder (including any statutory modification, re-enactment and amendment thereof, for the time being in force), the applicable provisions of the applicable statutes mandated by the Securities and Exchange Board of India, all other applicable provisions of all applicable laws, the clause of articles of association of the Company, subject to all necessary consents, sanctions, approvals, the consent of the shareholders be and is hereby accorded to the Board to increase the authorized share capital of the Company from existing INR 50,00,00,000/- (Indian Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) equity shares of INR 10/- each to INR 2,00,00,00,000/- (Indian Rupees Two Hundred Crore) divided into 20,00,00,000 (Twenty Crore) equity shares of INR 10/- each, by adding INR 1,50,00,00,000/- (Indian Rupees One Hundred Fifty Crore) divided into 15,00,00,000 (Fifteen Crore) equity shares of INR 10/- each, each ranking pari passu with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61(1)(a) and Section 64 of the Companies Act, 2013 along with rules made thereunder (including any statutory modification, re-enactment and amendment thereof, for the time being in force), the applicable provisions of the applicable statutes mandated by the Securities and Exchange Board of India, all other applicable provisions of all applicable laws, the clause of articles of association of the Company, subject to all necessary consents, sanctions, approvals, and subject to the approval of shareholders of the Company, the consent of the Board be and is hereby accorded to amend the capital clause of memorandum of association of the Company, by substituting the existing clause V with the below mentioned clause:

“The authorized share capital of the Company is INR 2,00,00,00,000/- (Indian Rupees Two Hundred Crore) divided into 20,00,00,000 (Twenty Crore) equity shares of INR 10/- each.”

RESOLVED FURTHER THAT the Board of the Company, be and hereby severally authorized to sign, submit, execute, deliver, file, all necessary applications, forms, e-forms, intimations, and all other necessary documents and to take all such necessary actions as may be required to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution may be submitted to such authority(ies), for their necessary records and actions.”

2. To consider and approve the amendment in the object clause of the memorandum of association of the Company

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

“RESOLVED THAT to the provisions of Section 13 of the Companies Act, 2013 (‘Act’) and in terms of the applicable provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 thereof and subject to such approvals, sanctions and consents as may be necessary or required, the consent of the shareholders be and is hereby accorded to the Board to amend the object clause of the Memorandum of Association of Company by adding the following clause in the object clause:

“11. To carry on the business, within India and across the world, of providing advisory and management services of all kind and in all fields and matters or to act as a service provider or organization or bureau for providing advisory services including but not limited to assisting in decision making, commencement or expansion of any business or industry, project counselling, compiling, analysing, marketing, advertising, distribution & sales and including services in the field of general, administrative, business management, consultancy, secretarial, commercial, financial, legal, scientific, economic, labour-recruitment and personnel management, human resource development, industrial public relations, direct and indirect taxation, statistical, accountancy & cost accounting, quality control and data processing, to recruit people, resources for all types of posts, positions in all types of industries or offices including providing manpower for any or all positions that may be required, other technical or non-technical services, or procurement of materials, machinery or any other items or things required by anybody, corporate, authority, firm, society, trusts or association of persons.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and hereby severally authorized to sign, submit, execute, deliver, file, all necessary applications, forms, e-forms, intimations, and all other necessary documents and to take all such necessary actions as may be required to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution may be submitted to such authority(ies), for their necessary records and actions.

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

**Sd/-
Meghna Saini
Company Secretary**

**Place: New Delhi
Dated: August 01, 2023
Membership No.: A42587**

**Registered Office:
Dalmiapuram, P.O. Kallakudi,
Tiruchirappalli-621 651,
Tamil Nadu
CIN: L26100TN2006PLC061254**

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 2, 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. Pursuant to Section 105 of the Act, 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.
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.
4. 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.
5. The register of members and the share transfer books of the Company will be closed from Wednesday, August 23, 2023 to Friday, August 25, 2023 (both days inclusive) for the purpose of this EGM.
6. Corporate members/ institutional investors intending to authorize their representatives for participating and voting at the meeting are requested to send a duly certified copy of the board resolution/duly executed authorization letter etc. to the Company at snccil@dalmiarf.com with a copy marked to the Scrutinizer at rvs.pcs@gmail.com. Institutional investors can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
7. In order to enable us to register your attendance at the venue of the EGM, Members / proxies are requested to bring their attendance slip duly filled in for attending the Meeting along with the copy of EGM Notice.
8. 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.
9. **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. **Thursday, August 17, 2023** only shall be entitled to avail the facility of remote e-voting/Insta-Poll or by voting at the EGM. Persons who are not Members as on the cut-off date should treat this EGM notice for information purposes only.
10. In case of members, who could not cast their votes through remote e-voting, the Company shall also provide the facility of Insta-Poll to be available at the meeting.

11. 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.
12. 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 Friday, July 21, 2023 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, 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).
13. 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/>.
 14. 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.
 15. **Share Transfer permitted only in Demat:** In terms of the applicable provisions of Act read with rules made thereunder read with applicable provisions of the SEBI Listing Regulations, the transfer of securities of Company shall not be processed unless the securities are held in dematerialized form with their respective Depository Participant. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of the shares held by them in physical form.
 16. SEBI, vide its circulars dated November 3, 2021 and December 14, 2021, has mandated the listed companies to have PAN, KYC, bank details and Nomination details of all the Members who are holding shares in physical form. Folios wherein any one of the cited details/documents i.e., PAN, KYC details, Bank Details and Nomination details pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, are not available with us, on or after April 1, 2023, shall be frozen as per the aforesaid SEBI circular. Members holding physical Securities can access the said forms from the website of our Company's RTA or on the website of the Company under the tab 'Investor Service Request' available at www.dalmiaocl.com to register PAN/email id/bank details/Nomination details/other KYC details viz., Form ISR 1, Form ISR 2, Form ISR 3, Form SH-13 or may contact their respective Depository on the said matter.

17. **Shareholders' Communication:** Members are requested to send all communications relating to shares, change of address, bank details, email address etc. 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,
Mandal, 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. 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.

20. A route map is attached at the end of this notice.

- a. 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 Friday, August 25, 2023. 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: Monday, August 21, 2023 at 9:00 A.M. (IST)

End date and time: Thursday, August 24, 2023 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) 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. Thursday, August 17, 2023, 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.
- (vi) 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 e-voting process during the EGM 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.
- (vii) 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.
- (viii) 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.
- (ix) 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. Friday, August 25, 2023.
- (x) 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> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”. 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"> To register, click on link: https://eservices.nsdl.com Select “Register Online for IDeAS” or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. 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"> Visit URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and /or password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin e-voting portal. 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"> Option to register is available at https://www.cdslindia.com/ Proceed with completing the required fields. Follow the steps given in point 1.

<p>3. Alternatively by directly accessing the e-voting website of NSDL:</p> <p>(i) Go to URL: https://www.evoting.nsdl.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>(iii) Provide demat Account Number and PAN Number</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP, I.E. KFin where the e-Voting is in progress.</p>
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OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

1. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication wherein you can see e-voting feature.
3. Click on options available against the company name or e-Voting service provider name- KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned website.

Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

(b) Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA which will include details of E-Voting Event Number (EVEN) i.e. 7470, 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. 7470 + 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 17, 2023 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

As a visionary and growth-focused organization, the management of DBRL is diligently assessing its business operations to explore new horizons. To propel its ambitious growth plans and seize potential business opportunities, the Company recognizes the imperative of procuring additional funds. To meet the financial requirements for forthcoming projects, expansion initiatives, capital expenditures, working capital needs, and potential strategic acquisitions, the Board of Directors deems it prudent to propose an augmentation in the authorized share capital of the Company.

The augmentation of the authorized share capital will equip the Company with the agility and preparedness to swiftly explore and capitalize on potential funding opportunities from by any means. This strategic measure will ensure that the Company maintains a strong financial stance, enabling it to capitalize on favorable market conditions and effectively achieve its growth objectives.

The proposal to increase the authorized share capital is in line with the provisions of the Companies Act, 2013, and other applicable laws and regulations. The Company will duly comply with all statutory requirements, including obtaining necessary approvals from the concerned authorities and complying with the guidelines set forth by the Securities and Exchange Board of India (SEBI) and other regulatory bodies.

The proposed increase in authorized share capital is a strategic step taken by the Board to fortify the Company's financial position and lay a strong foundation for future growth and prosperity. The management believes that this expansion will enhance the Company's ability to respond promptly to market dynamics and tap into potential opportunities, thus creating sustainable long-term value for all our stakeholders.

In terms of the provisions of Section 61, Section read with Section 13, of the Companies Act, 2013 and Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by way or ordinary resolution is required to increase the authorized share capital and consequent amendment in the capital clause of memorandum of association.

Accordingly, consent of the members is being sought for resolution as set out at Item No. 1 of the Notice for increase the authorized share capital and consequent amendment in the capital clause of memorandum of association.

The Board has approved and recommended the aforesaid resolution for the approval by the members as an Ordinary Resolution, by way of resolution by circulation dated August 01, 2023.

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

Item No. 2

The members of the company at their EGM meeting held on April 20, 2023 have previously approved the amendment in the object clause of memorandum of association of the Company.

Yet, it is further proposed to amend the object clause of memorandum of association by including additional business matters to widen the scope of business activities that the Company can engage in. By incorporating broader and more flexible provisions, the Company will be better equipped to respond proactively to market trends and capitalize on potential growth prospects.



Accordingly, consent of the members is being sought for resolution as set out at Item No. 2 of the Notice for amending the object clause of the memorandum of association.

The Board has approved and recommended the aforesaid resolution for the approval by the members as a Special Resolution, by way of resolution by circulation dated August 01, 2023.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, 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 02nd Extra Ordinary General Meeting ("EGM") of the members of Dalmia Bharat Refractories Limited ('the Company/ DBRL'), to be held on Friday, the 25th day of August, 2023 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*
Special Business:				
1.	To consider and approve the increase in authorized share capital of the Company and consequent amendment in the capital clause of the memorandum of association of the Company			
2.	To consider and approve the amendment in the object clause of the memorandum of association of the Company			

Signed this day of..... 2023.
(Date) (Month)

Signature of the Shareholder(s):

Signatures of:

Affix
Revenue
Stamp

.....
First Proxy Holder

.....
Second Proxy Holder

.....
Third Proxy Holder

Notes:

*1. Please put a '√' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Please complete all details including details of member(s) before submission.

2. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting.

3. A Proxy need not be a member of the Company.

4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



DALMIA BHARAT REFRACTORIES LIMITED

(CIN: L26100TN2006PLC061254)

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

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

ATTENDANCE SLIP

[To be presented at the entrance]

02nd Extra Ordinary General Meeting on 25th August, 2023 at 11.00 A.M. at Dalmiapuram, P.O.

Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

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

Folio No.DP ID No. Client ID
.....

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

Signature.....

I / We hereby record my / our presence at the 02nd Extra Ordinary General Meeting of the members of Dalmia Bharat Refractories Limited (**‘the Company/ DBRL’**) held on Friday, the 25th day of August, 2023 at 11.00 A.M. at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Distt. 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 extra ordinary general meeting for reference at the Meeting.

ROUTE MAP TO EXTRA ORDINARY GENERAL MEETING VENUE

