

DBRL/SEC/SE/24-25/14

May 09, 2024

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 Limited
7, Lyons Range,
Kolkata – 700 001

Subject: Proceedings of the 01st Extra Ordinary General Meeting cum Voting Results of Dalmia Bharat Refractories Limited ('Company') pursuant to Regulation 30 read with Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30, 44 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the 01st Extra Ordinary General Meeting ('EGM') of the Company was held today i.e. Thursday, May 09, 2024 at 11:00 A.M. at the registered office of the Company situated at Dalmiapuram, P.O Kallakudi-621651, Distt. Tiruchirappalli, Tamil Nadu and all the items of agenda included in the Notice of the EGM dated April 12, 2024 have been approved with requisite majority.

The shareholders were provided with the facility to cast their vote through remote e-voting facility and by insta-poll at the EGM. The Company has availed the e-voting services of KFIN Technologies Limited. The voting facility was made available to all the persons who were members of the Company as on the cut-off date i.e. May 02, 2024.

The remote e-voting had commenced on Sunday, May 05, 2024 (IST 09:00 AM) and ended on Wednesday, May 08, 2024 (IST 05:00 PM) and was disabled upon the expiry of the aforesaid period. However, the facility for voting through Insta-Poll was made available to the shareholders at the EGM.

Mr. Venkatasubramaniam Ramachandran, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the voting process during the EGM, Insta-Poll and remote e-voting process at the Extra Ordinary General Meeting in a fair and transparent manner.

Further, pursuant to the SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the brief details of the agenda items and the proceedings of extraordinary general meeting of the listed entity and voting results thereof along with Scrutinizer's report are attached herewith as **Annexure-A**. The same are also displayed at the registered office and posted on the Company's website www.dalmiaocl.com.



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

Scrutinizer(s) Report

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies
(Management and Administration) Rules 2014)

To
The Chairman of EGM,
Dalmia Bharat Refractories Limited,
Dalmiapuram, Kallakkudi, Tiruchirappalli District, TamilNadu. PIN: 621 651.

First Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company for the
financial year 2024 - 25 held on
9th day of May, 2024 at 11.00 a.m.
at the registered office of the Company.

I, CS R. Venkatasubramanian, a Practising Company Secretary, has been appointed as a Scrutinizer
by the Board of Directors of **Dalmia Bharat Refractories Limited (the Company)** for the purpose
of scrutinizing the voting through e-Voting/Insta-poll at EGM at the First Extra Ordinary General
Meeting (EGM) of the Shareholders of Dalmia Bharat Refractories Limited for the financial year
2024 - 25 held on 9th May, 2024 at 11.00 am and concluded at 11.30 am in the registered office of
the Company and through remote e-voting during the period from 5th May, 2024 (9.00 am) to 8th
May, 2024 (5.00 pm) in a fair and transparent manner and ascertaining the requisite majority on
remote e-voting and voting through Insta-poll at EGM carried out as per the provisions of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,
2014 as amended in respect of resolutions contained in the Notice dated April 12, 2024.

The said appointment of scrutinizer is under the provision of section 108 of the Companies Act,
2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as
amended. As the scrutinizer, I have to scrutinize (i) process of e-voting remotely, before the EGM,
using an electronic voting system on the dates referred to in the notice calling the EGM ("remote
e-voting") and (ii) process of voting at the EGM.

1. The Company has availed the services of M/s. K Fin Technologies Ltd as the services
provider for extending the facilities to the members for remote e voting/Instapoll and
voting electronically at the First Extra Ordinary General Meeting of the Company for
the financial year 2024 - 25.



CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,
Angarai Post, Lalgudi Taluk,
Pin : 621 703, Trichy Dt.,
Off : Ph : 0431 - 2541818.
Mobile : 94431 - 31818.
e.mail : rvs.pcs@gmail.com.

2. As soon as the Chairman announced the poll in the meeting, the representatives of K Fin Technologies Ltd., after verifying the credentials of the members who are attending the meeting in person and if through authorization/proxies by verifying the same and their shareholdings allowed them to vote through the Instapoll facility made available by them and they were properly recorded by them. It was checked that those who have voted through Instapoll in the meeting have not voted in remote e voting.
3. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to remote e-voting and instapoll by the members in EGM on the resolutions proposed in the Notice calling the First Extra Ordinary General Meeting of the Company for the financial year 2024 - 25, is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and submit a consolidated scrutinizer's report to the Chairman on the result of voting of the resolutions based on the reports generated from the electronic voting system provided by the M/s K Fin Technologies Ltd., to the members and other Participants for e-voting at <http://evoting.karvy.com>.
4. The remote e-voting period remained open from 5th May, 2024(9.00 am IST) to 8th May, 2024 (5.00 pm IST) and was disabled for remote e-voting thereafter.
5. The shareholders holding shares as on the Cut - off date i.e.2nd May, 2024 were eligible to vote on the proposed resolutions (Item No. 1 and 2 as set out in the Notice of First EGM of the financial year 2024 - 25) by remote e-voting and Instapoll at EGM.
6. The votes cast were unblocked on after the conclusion of EGM and was witnessed by two witnesses, Mr.A.Ashok and Mr.N.Shyam Kumar, who are not in the employment of the Company. They have signed below in confirmation of the same.

1. *Ashok* (A. Ashok) 7A/A, Poovalm Road, Lalgudi, Trichy - 621601



CS R. Venkatasubramanian,
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.
PRACTISING COMPANY SECRETARY

No.76, Angarai Agraharam,
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Mobile : 94431 - 31818.
e.mail : rvs.pcs@gmail.com.

U. Shakti.
2. N. SHYAMKUMAR FLAT NO.4 Pleasant Pearl Apt Hyderabad - 500091

7. In accordance with the provisions of Companies Act, 2013 and Companies (Management & Administration) Rules, 2014 with respect to voting and on proper scrutiny, I report the result as under:
- Ordinary Resolution passed to consider and approve the investment in the equity share capital of Dalmia Bharat Limited - 99.3850% in favour of the resolution.
 - Ordinary Resolution passed to consider, approve and ratify the remuneration of Cost auditor of the Company for the financial year 2023- 24 - 99.9713% in favour of the resolution.

In conclusion, all the 2 (Two) Resolutions have been passed with requisite majority.

8. The details of the above mentioned result has been given in the Annexure.
9. The Registers, all other papers and relevant records relating to remote e-voting and /Insta-poll at EGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra ordinary General Meeting and the same will be thereafter handed over to the Company Secretary for safe keeping.

Place: Dalmiapuram, Trichy
Date: 09.05.2024



R. Venkatasubramanian
R.Venkatasubramanian
Practising Company Secretary
ACS - 3673; CP - 3893
UDIN: A003673F000337292

ANNEXURE TO SCRUTINIZER REPORT

Date of EGM	09.05.2024
Total Number of shareholders on Record Date	3320
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	9
Public:	21
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	NA
Public:	NA



1. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Ordinary Resolution passed to consider and approve the investment in the equity share capital of Dalmia Bharat Limited

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour (4)	No. of Votes Against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	E-voting at EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	33,147,379						
	Total (A)							
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	E-voting at EGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	5,218						
	Total (B)							
Public- Non Institutions	E-Voting		1,620,431	14.6678	1,610,463	9,968	99.3849	0.6151
	E-voting at EGM		471	0.0043	471	0	100.0000	0.0000
	Postal Ballot (if applicable)	11,047,510						
	Total (C)							
Total	(A+B+C)	44,200,107	1,620,902	3.6672	1,610,934	9,968	99.3850	0.6150

Note: votes abstained (33,147,574 votes) are not included.



2. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Ordinary Resolution passed to consider, approve and ratify the remuneration of Cost auditor of the Company for the financial year 2023- 24.

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes - Favour (4)	No.of Votes Against (5)	No.of votes in favour on votes polled (6)=[(4)/(2)]*100	No.of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting		33,147,379	100.0000	33,147,379	0	100.0000	0.0000
	E-voting at EGM	33,147,379	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		33,147,379	100.0000	33,147,379	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	E-voting at EGM	5,218	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1,620,626	14.6696	1,610,658	9,968	99.3849	0.6150
	E-voting at EGM	11,047,510	471	0.0043	471	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,621,097	14.6739	1,611,129	9,968	99.3851	0.6149
Total	(A+B+C)	44,200,107	34,768,476	78.6615	34,758,508	9,968	99.9713	0.0287



ANNEXURE-A
**ADDITIONAL DETAILS AS REQUIRED UNDER REGULATION 30 OF THE SEBI
(LODR) REGULATIONS, 2015**

A. Investment in the equity share capital of Dalmia Bharat Limited

Sr. No.	Particulars	Details of transaction								
1.	Name of the target entity, details in brief such as size, turnover etc.	The name of the target entity is Dalmia Bharat Limited ('DBL') Standalone financial details for FY 2023-24 is as follows: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs. Crore</th> </tr> </thead> <tbody> <tr> <td>Standalone Turnover</td> <td>245.00</td> </tr> <tr> <td>Profit Before Tax</td> <td>123.00</td> </tr> <tr> <td>Profit After Tax</td> <td>112.00</td> </tr> </tbody> </table>	Particulars	Amount in Rs. Crore	Standalone Turnover	245.00	Profit Before Tax	123.00	Profit After Tax	112.00
Particulars	Amount in Rs. Crore									
Standalone Turnover	245.00									
Profit Before Tax	123.00									
Profit After Tax	112.00									
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The acquisition would fall within related party transaction(s) and the promoter/ promoter group/ group companies are interested in the entity being acquired and the same is done at "arms length" basis.								
3.	Industry to which the entity being acquired belongs	The target company is in the business of providing management services and holding investments in cement business								
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity	For future growth prospects and strategic initiatives.								
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None								
6.	Indicative time period for completion of the acquisition	The acquisition is anticipated to be completed in 36 months from the date of original approval i.e., from April 20, 2023.								
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration								
8.	Cost of acquisition and/or the price at which the shares are acquired	Secondary purchase on stock exchange(s) (by applicable modes including but not limited to block deal, bulk deal etc.)								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	This information is contingent to the investment proposed to be made and shall be disclosed along with each investment phase								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Products/ line of business of target company: In the business of providing management services and holding investments in cement business Date of incorporation: 12/07/2013 Last 3 years turnover (on standalone basis): FY 2023-24: INR 245 Crore FY 2022-23: INR 332 Crore FY 2021-22: INR 349 Crore Country in which the entity in which stake is being acquired has presence and any other significant information: India								




B. Proceedings of extraordinary general meeting of the listed entity

Sr No.	Particulars					
1.	Date of meeting	The 1st Extra Ordinary General Meeting ('EGM') of the Company was held on Thursday, May 09, 2024 at 11:00 A.M. at registered office of the Company.				
2.	Brief details of items deliberated and results thereof	<table border="1"> <thead> <tr> <th>Agenda Item No. 1</th> <th>Agenda Item No. 2</th> </tr> </thead> <tbody> <tr> <td> <p>The members of the Company have approved the investment in the equity share capital of Dalmia Bharat Limited, by making secondary purchase of equity shares from stock exchange (by applicable modes including but not limited to block deal, bulk deal etc.), at arm's length basis by passing an ordinary resolution.</p> <p>Provided that the amount of investment (including the amount already invested by the Company pursuant to shareholders' approval dated April 20, 2023) so made shall not exceed INR 1000 Crores (Indian Rupees One Thousand Crores only), in one or more tranches, in a period of 36 months from the original approval i.e., April 20, 2023.</p> </td> <td> <p>The members of the Company have ratified the remuneration of INR 1,00,000/- plus applicable taxes and out of pocket expenses incurred or to be incurred in connection with the cost audit, as approved by the Board of Directors, payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), who were appointed as the cost auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2023-2024.</p> </td> </tr> </tbody> </table>	Agenda Item No. 1	Agenda Item No. 2	<p>The members of the Company have approved the investment in the equity share capital of Dalmia Bharat Limited, by making secondary purchase of equity shares from stock exchange (by applicable modes including but not limited to block deal, bulk deal etc.), at arm's length basis by passing an ordinary resolution.</p> <p>Provided that the amount of investment (including the amount already invested by the Company pursuant to shareholders' approval dated April 20, 2023) so made shall not exceed INR 1000 Crores (Indian Rupees One Thousand Crores only), in one or more tranches, in a period of 36 months from the original approval i.e., April 20, 2023.</p>	<p>The members of the Company have ratified the remuneration of INR 1,00,000/- plus applicable taxes and out of pocket expenses incurred or to be incurred in connection with the cost audit, as approved by the Board of Directors, payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), who were appointed as the cost auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2023-2024.</p>
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3.	Manner of approval proposed for certain items (e-voting etc.).	<table border="1"> <tbody> <tr> <td>Remote e-voting and Insta-poll at the meeting through electronic mode.</td> <td>Remote e-voting and Insta-poll at the meeting through electronic mode.</td> </tr> </tbody> </table>	Remote e-voting and Insta-poll at the meeting through electronic mode.	Remote e-voting and Insta-poll at the meeting through electronic mode.		
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