

DBRL/SEC/SE/24-25/78

March 12, 2025

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 02nd 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 02nd Extra Ordinary General Meeting ('EGM') of the Company was held today i.e. Wednesday, March 12, 2025 at 12:00 P.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 February 01, 2025 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. March 05, 2025.

The remote e-voting had commenced on Saturday, March 08, 2025 (IST 09:00 AM) and ended on Tuesday, March 11, 2025 (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.



Dalmia Bharat Refractories Limited

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

Regd Office: Dalmiapuram - 621651, Distt. Tiruchirappalli, Tamil Nadu, India

Corporate Office: 4, Scindia House, Connaught Place, New Delhi - 110001, India

DMC Plant: Dalmia Magnesite Corporation, Vellakkalpatti Village, PO-Karuppur, Karuppur, Salem, Tamil Nadu - 636012, India

OGL Plant: OCL China Limited (a step-down subsidiary of Dalmia Bharat Refractories Limited)

Nanlou Economic Development Zone, Dashiqiao, Yingkou City, Liaoning Province, China

Birla Tyres Plant: Khata No. 497/1925, Plot No. 1747/2023, Chhanpur, Distt. Balasore, Odisha - 756056, India

Further, pursuant to the SEBI Circulars SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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-I**. The same are also displayed 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**




(Soumya Sharma)
Company Secretary
Membership No. A60934

Encl: As above

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

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

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, Tiruchirapalli District, TamilNadu. PIN: 621 651.

Second Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company for the financial year 2024 - 25 held on 12th day of March, 2025 at 12.00 Noon 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 Second Extra Ordinary General Meeting (EGM) of the Shareholders of Dalmia Bharat Refractories Limited for the financial year 2024 - 25 held on 12th March, 2025 at 12.00 Noon and concluded at 12.20 pm at the registered office of the Company and through remote e-voting during the period from 8th March, 2025 (9.00 am) to 11th March, 2025(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 February 01, 2025.

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 Second Extra Ordinary General Meeting of the Company for the financial year 2024 - 25.



CS R. Venkatasubramanian,
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PRACTISING COMPANY SECRETARY

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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 Second 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.kfintech.com>.
4. The remote e-voting period remained open from 8th March, 2025(9.00 am IST) to 11thMarch, 2025 (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.5th March, 2025 were eligible to vote on the proposed resolutions (Item No. 1 to 3 as set out in the Notice of Second 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.  (A. ASHOK) S/o G. Aravappan, 7A/A, Poovalur Road, Lalgudi, Trichy - 621 601
2.  G-4 Pleasant Pearl Apt Hyderabad - 500091



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

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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 Hippostores Technology Private Limited - 99.8060 % 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 2024- 25 - 99.9992% in favour of the resolution.
 - Special Resolution for approval and appointment of Mr, Mukund Choudhary (DIN:10923751) as Executive Director(Tyre Undertaking of the Company - 99.9850 % in favour of the resolution.

In conclusion, all the 3 (Three) 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: 12.03.2025


R.Venkatasubramanian
Practising Company Secretary
ACS - 3673; CP - 3893
UDIN: A003673F004089260



ANNEXURE TO SCRUTINIZER REPORT

Date of EGM	12.03.2025
Total Number of shareholders on Record Date	3480
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	9
Public:	20
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 Hippostores Technology Private 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)]*10
Promoter and promoter Group	E-Voting	33,147,379	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)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	5,218	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)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	11,047,510	3,214,090	29.0933	3,207,854	6,236	99.8060	0.1940
	E-voting at EGM		932	0.0084	932	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3,215,022	29.1017	3,208,786	6,236	99.8060	0.1940
Total	(A+B+C)	44,200,107	3,215,022	7.2738	3,208,786	6,236	99.8060	0.1940

Note: votes abstained (33,147,379 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 2024 - 25.

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	33,147,379	100.0000	33,147,379	0	100.0000	0.0000
	E-voting at EGM		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	5,218	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)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	11,047,510	3,214,090	29.0933	3,213,790	300	99.9907	0.0093
	E-voting at EGM		932	0.0084	932	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3,215,022	29.1017	3,214,722	300	99.9907	0.0093
Total	(A+B+C)	44,200,107	36,362,401	82.2677	36,362,101	300	99.9907	0.0008



3. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Special Resolution passed to consider, approve the appointment of Mr.Mukund Choudhary(DIN:10923751) as an Executive Director (Tyre Undertaking) of the Company

Resolution required: (Ordinary/Special)				Special				
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	33,147,379	100.0000	33,147,379	0	100.0000	0.0000
	E-voting at EGM		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	5,218	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)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	11,047,510	3,214,090	29.0933	3,208,622	5,468	99.8299	0.1701
	E-voting at EGM		932	0.0084	932	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		3,215,022	29.1017	3,209,554	5,468	99.8299	0.1701
Total	(A+B+C)	44,200,107	36,362,401	82.2677	36,356,933	5,468	99.9850	0.0150



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

A. Acquisition of shares/any other instrument (including agreement to acquire) of Hippo Stores Technology Private Limited

S. No	Particulars	Details of transaction
a)	Name of the target entity, details in brief such as size, turnover etc.	The name of the target entity is Hippo Stores Technology Private Limited. The turnover of Hippo Stores Technology Private Limited for the FY 2023-2024 is 231.34 INR Crores and the net profit before tax and net profit after tax for the FY 2023-2024 is INR (153.62 Crores).
b)	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 "arms 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.
c)	industry to which the entity being acquired belongs;	The target entity is in the business of retail of construction and building material
d)	Objects and effects 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.
e)	brief details of any governmental or regulatory approvals required for the acquisition;	None
f)	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. April 20, 2023.
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Consideration in form of cash to be paid for such investment
h)	Cost of acquisition or the price at which the shares are acquired;	Pricing shall be the fair market value basis the valuation report to be received from the registered valuer at the time of making each tranche of investment.
i)	Percentage of shareholding / control acquired and / or number of shares acquired;	This information is contingent to the type of instrument in which the investment is proposed to be made and shall be disclosed along with each investment phase



j)	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);	<p>Products/ line of business of target company: Construction and building material.</p> <p>Date of incorporation: 01/09/2021</p> <p>Last 3 years turnover:</p> <p>FY 2023-24: 231.34 Crores FY 2022-23: 279.01 Crores FY 2021-22: 34.33 Crores</p> <p>Target company has its presence in India only at present.</p>
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B. Appointment of Mr. Mukund Choudhary as an Executive Director (Tyre Undertaking) of the Company

S No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Mr. Mukund Choudhary been appointed as the Executive Director (Tyre Undertaking) of the Company with effect from February 01, 2025 for a period of two years.
2.	Date of appointment/cessation (as applicable) & terms of appointment	<p>Date of appointment: February 01, 2025</p> <p>Term: Appointed for a period of two years from February 01, 2025 up to January 31, 2027</p>
3.	Brief profile (in case of appointment)	Mr. Mukund Choudhary is a member of the Institute of Chartered Accountants of India. He has over 18 years of experience in various managerial capacities including strategic financial management. He possesses extensive expertise in financial accounting, financial modelling, and taxation, with a strong focus on ensuring compliance with legal and regulatory frameworks across various domains. Throughout his career, he has been associated with prominent organizations.
4.	Disclosure of relationships between directors (in case of appointment of a director)	None



C. Proceedings of extraordinary general meeting of the listed entity

Sr No.	Particulars			
1.	Date of meeting	The 2 nd Extra Ordinary General Meeting ('EGM') of the Company was held on Wednesday, March 12, 2025 at 12:00 P.M. at registered office of the Company.		
2.	Brief details of items deliberated and results thereof	Agenda Item No. 1 The members of the Company have approved the investment in Hippostores Technology Private Limited by passing an ordinary resolution.	Agenda Item No. 2 The members of the Company have approved the ratification of the remuneration of cost auditor of the Company for the financial year 2024-25 by passing an ordinary resolution.	Agenda Item No. 3 The members of the Company have approved the appointment of Mr. Mukund Choudhary (DIN: 10923751) as an Executive Director (Tyre Undertaking) of the Company by passing a special resolution.
3.	Manner of approval proposed for certain items (e-voting etc.).	Remote e-voting and Insta-poll at the meeting through electronic mode.	Remote e-voting and Insta-poll at the meeting through electronic mode.	Remote e-voting and Insta-poll at the meeting through electronic mode.

