

DBRL/SEC/SE/23-24/45

August 25, 2023

To,  
**The Head-Listing & Compliance**  
**Metropolitan Stock Exchange of India Limited**  
Building A, Unit 205A, 2<sup>nd</sup> 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 02<sup>nd</sup> 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 02<sup>nd</sup> Extra Ordinary General Meeting ('EGM') of the Company was held today i.e. Friday, August 25, 2023 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 August 01, 2023 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. August 17, 2023.

The remote e-voting had commenced on Monday, August 21, 2023 (IST 09:00 AM) and ended on Thursday, August 24, 2023 (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](mailto:snccil@dalmiarf.com) w [www.dalmiaocl.com](http://www.dalmiaocl.com) CIN: L26100TN2006PLC061254

Regd Office: Dalmiapuram - 621651, Distt. Tiruchirappalli, TN, India Corporate Office: 4, Scindia House, Connaught Place, New Delhi - 110001, India  
A **Dalmia Bharat Group** company

Further, pursuant to the SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, 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](http://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

**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.**

**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, Tamil Nadu. PIN: 621 651.

Second Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company held on 25<sup>th</sup> day of August, 2023 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 Second Extra Ordinary General Meeting (EGM) of the Shareholders of Dalmia Bharat Refractories Limited held on 25<sup>th</sup> August, 2023 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 21<sup>st</sup> August, 2023 (9.00 am) to 24<sup>th</sup> August, 2023 (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 August 01, 2023.

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.



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, 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 21st August, 2023(9.00 am IST) to 24th August, 2023 (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.17th August, 2023 were eligible to vote on the proposed resolutions (Item No. 1 and 2 as set out in the Notice of Second EGM) 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* A-ASHOK 71/A, Poovalur Road, Lalgudi, Trichy 621 601
2. *N. Shyam Kumar* G-16 Pleasant Road near Hyderabad Hyd - 500 091



**CS R. Venkatasubramanian,**

M.Sc., Dip.In O.R., MIIA., ACMA., ACS.

**PRACTISING COMPANY SECRETARY**

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No.76, Angarai Agraharam,

Angarai Post, Lalgudi Taluk,

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Mobile : 94431 - 31818.

e.mail : rvs.pcs@gmail.com.

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 increase in authorized share capital of the Company and consequent amendment in the Capital Clause of the Memorandum of Association of the Company - 99.9877% in favour of the resolution.
  - Special Resolution passed to consider and approve the amendment in Object Clause of the Memorandum of Association of the Company - 99.9877% 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: 25.08.2023



  
R.Venkatasubramanian

Practising Company Secretary

ACS - 3673; CP - 3893

UDIN: A003673E000861244

**ANNEXURE TO SCRUTINIZER REPORT**

<b>Date of EGM</b>	25.08.2023
<b>Total Number of shareholders on Record Date</b>	3297
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and promoter Group:	9
Public:	19
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
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 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

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 AGM		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 AGM		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	1,634,679	14.7968	1,630,385	4,294	99.7373	0.2627
	E-voting at AGM		540	0.0049	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,635,219	14.8017	1,630,925	4,294	99.7374	0.2626
Total	(A+B+C)	44,200,107	34,782,598	78.6935	34,778,304	4,294	99.9877	0.0123



2. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Special Resolution passed to approve the amendment in Object Clause of the Memorandum of Association 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 AGM		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 AGM		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	1,634,679	14.7968	1,630,385	4,294	99.7373	0.2627
	E-voting at AGM		540	0.0049	540	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,635,219	14.8017	1,630,925	4,294	99.7374	0.2626
Total	(A+B+C)	44,200,107	34,782,598	78.6935	34,778,304	4,294	99.9877	0.0123





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

**A. Amendment in the Memorandum of Association ('MOA') of the Company**

<b><u>Summary of amendments in MOA of the Company</u></b>	
<b>S No.</b>	<b>Changes/Modifications/Alterations</b>
1.	Existing Clause V [Capital Clause] of the Memorandum of Association of Company has been amended by substituting the below mentioned clause:  <i>“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.”</i>
2.	Addition of the below mentioned clause to the existing Clause III (A) [Main Object] of the Memorandum of Association of Company:  <i>“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 &amp; 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 &amp; 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.”</i>



**B. Proceedings of extraordinary general meeting of the listed entity**

<b>S.No</b>	<b>Particulars</b>		
1	Date of the meeting	The 02 <sup>nd</sup> Extra Ordinary General Meeting ('EGM') of the Company was held on Friday, August 25, 2023 at 11:00 A.M. at registered office of the Company.	
2	Brief details of items deliberated and results thereof	<b><u>Agenda Item No. 1</u></b>  The members of the Company have approved the increase in authorized share capital of the Company and consequent amendment in the capital clause of the memorandum of association of the Company by passing an ordinary resolution.	<b><u>Agenda Item No. 2</u></b>  The members of the Company have approved the amendment in the object clause of the memorandum of association of the Company by passing a special resolution.
3	Manner of approval proposed for certain items	Remote e-voting and insta-poll at the meeting through electronic mode.	Remote e-voting and insta-poll at the meeting through electronic mode.

