

DBRL/SEC/SE/24-25/73

February 09, 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 Ltd.
7, Lyons Range,
Kolkata – 700 001

Dear Sir/Madam,

Sub.: Proceedings of the National Company Law Tribunal convened meeting of equity shareholders of Dalmia Bharat Refractories Limited (“Company”) held on Sunday, February 09, 2025, at 10.00 a.m. (IST) at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi, Tiruchirappalli-621 651, Tamil Nadu.

This is to inform you that the Meeting of the Equity Shareholders of the Company, as convened by the Hon'ble National Company Law Tribunal, Chennai Bench (“**Hon’ble NCLT**”) vide its order dated December 20, 2024 (“**Order**”), was held today, i.e. on **Sunday, February 09, 2025 at 10.00 a.m. (IST)** at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi, Tiruchirappalli-621 651, Tamil Nadu, for approval of the Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited and Dalmia Bharat Refractories Limited and their respective shareholders under Section 230-232 and other applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) as amended, we request you to note the summary of the proceedings of the said meeting, as under:

- a. Pursuant to the Order of Hon’ble NCLT, Mr. BSV Prakash Kumar chaired the Meeting (“**Chairman**”).
- b. Dr. Chandra Narain Maheshwari, CEO & Whole Time Director; Mr. Rahul Sahni, Chief Financial Officer; Ms. Soumya Sharma, Company Secretary and Mr. Adith Narayan, Scrutiniser appointed in accordance with the Order of the Hon’ble NCLT, to scrutinize the voting process (i.e., remote e-voting and insta-poll/ballot paper at the Meeting) were present at the Meeting.
- c. It was noted that 31 shareholders were present for the meeting.
- d. The Chairperson accordingly adjourned the meeting for half an hour as per the NCLT order for the want of quorum, i.e., 321 equity shareholders as per the NCLT order.
- e. The meeting was resumed after half an hour and it was noted that 31 equity shareholders were present in person for the meeting.

- f. The Chairperson then called the meeting to the order and confirmed that the presence of 31 equity shareholders was deemed to constitute the quorum in terms of the NCLT order.
- g. With the permission of the Equity Shareholders, the Notice convening the Meeting was taken as read.
- h. With the permission of the Chair, Dr. Chandra Narain Maheshwari, Whole Time Director and CEO briefed the equity shareholders about the Scheme of Arrangement, its rationale, impact, consideration and benefits, effect of the Scheme on the equity shareholders, key managerial personnel and employees of the Company.
- i. Thereafter, the Chairperson asked the shareholders to raise their objections to the Scheme or ask their queries with respect to the Scheme, if any.
- j. Thereafter, the Chairman announced the voting to be undertaken by insta poll/ballot paper and requested Mr. Adith Narayan V, the Scrutiniser for the orderly conduct of the voting after the meeting for those shareholders who have not cast their vote during the remote e-voting period scheduled from February 06, 2025 from 9.00 a.m. (IST) to February 08, 2025 5.00 p.m. (IST).
- k. The Chairperson thereafter declared the proceedings of the meeting as completed since the only item of the business to be taken up as per the Notice of meeting had been taken-up. He informed the shareholders that voting was still in the process and would continue for 15 minutes after the meeting.
- l. The Chairperson authorized the Company Secretary to declare the result of the voting upon receipt of the Scrutinizers' Report by placing the same on the website and filing with the Stock Exchanges at the earliest and not later than February 11, 2025.
- m. The meeting concluded at 10:45 A.M.

We request you to take the above on record and that the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours Faithfully,

For **Dalmia Bharat Refractories Limited**

(Soumya Sharma)
Company Secretary
Membership No: A60934