

DBRL/SEC/SE/25-26/69

January 20, 2026

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 Obligations 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. Tuesday, January 20, 2026 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 December 19, 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. January 13, 2026.

The remote e-voting had commenced on Friday, January 16, 2026 (IST 09:00 AM) and concluded on Monday, January 19, 2026 (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 remote e-voting process and the voting process during the EGM via Insta-Poll in a fair and transparent manner.

The voting results thereof along with the consolidated Scrutinizer's report are enclosed herewith as **Annexure-A**. Further, pursuant to the SEBI Circulars SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the brief details about the change in Directors and proceedings of the EGM are enclosed as **Annexure-B**.

All above information is accessible on the Company's website at 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., MIIA., 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.

First Extra Ordinary General Meeting (EGM) of the Equity Shareholders of the Company for the
financial year 2025 - 26 held on
20th day of January, 2026 at 11.00 AM
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 2025 - 26 held on 20th January, 2026 at 11.00 am and concluded at 11.40 pm at the registered office of the Company and through remote e-voting during the period from 16th January, 2026 (9.00 am) to 19th January, 2026 (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 December 19, 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



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voting electronically at the First Extra Ordinary General Meeting of the Company for the financial year 2025 - 26.

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 2025 - 26, 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 16th January, 2026(9.00 am IST) to 19th January, 2026 (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. 13th January, 2026 were eligible to vote on the proposed resolutions (Item No. 1 to 3 as set out in the Notice of First EGM of the financial year 2025 - 26) 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, Poovalur Road, Lalgudi, Trichy - 621 601

2. *N SHYAMKUMAR* G-4 Pleasant Pearl Appis Hyderabad - 91



CS R. Venkatasubramanian,
M.Sc., Dip.In O.R., MIIA., 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:

- i. Ordinary Resolution passed to consider and approve Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and Dalmia Cement (Bharat) Limited- 100.0000 % in favour of the resolution.
- ii. Ordinary Resolution passed to consider, approve and ratify the remuneration of Cost auditor of the Company for the financial year 2025- 26 - 100.0000% in favour of the resolution.
- iii. Ordinary Resolution for approval and appointment of Mr. Hemant Kumar (DIN: 05200610) as a Non-Executive (Non- Independent) Director of the Company - 100.0000% in favour of the resolution.

In conclusion, all the 3 (Three) Resolutions have been passed unanimously.

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: 20.01.2026



R.Venkatasubramanian
Practising Company Secretary
ACS - 3673; CP - 3893
UDIN: A0036736003377197



ANNEXURE TO SCRUTINIZER REPORT

| | |
|--|------------------|
| Date of EGM | 20.01.2026 |
| Total Number of shareholders on Record Date | 21210 |
| No. of Shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public: | 16 29 |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public: | NA 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 Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and Dalmia Cement (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 | 3,44,05,863 | 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 |
| | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 23,364 | 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 |
| | | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 1,14,50,817 | 3,351,884 | 29.2720 | 3,351,884 | 0 | 100.0000 | 0.0000 |
| | E-voting at EGM | | 1,534 | 0.0134 | 1,534 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total (C) | | 3,353,418 | 29.2854 | 3,353,418 | 0 | 100.0000 | 0.0000 |
| | | | 3,353,418 | 29.2854 | 3,353,418 | 0 | 100.0000 | 0.0000 |
| Total | (A+B+C) | 4,58,80,044 | 3,353,418 | 7.3091 | 3,353,418 | 0 | 100.0000 | 0.0000 |

Note: votes abstained (34,406,631 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 2025 - 26.

| 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 | 3,44,05,863 | 34,405,863 | 100.0000 | 34,405,863 | 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) | | 34,405,863 | 100.0000 | 34,405,863 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 23,364 | 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 | 1,14,50,817 | 3,352,652 | 29.2787 | 3,352,652 | 0 | 100.0000 | 0.0000 |
| | E-voting at EGM | | 1,534 | 0.0134 | 1,534 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total (C) | | 3,354,186 | 29.2921 | 3,354,186 | 0 | 100.0000 | 0.0000 |
| Total | (A+B+C) | 4,58,80,044 | 37,760,049 | 82.3017 | 37,760,049 | 0 | 100.0000 | 0.0000 |



3. 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 appointment of Mr. Hemant Kumar (DIN:05200610) as a Non-Executive (Non- Independent) Director 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 | 3,44,05,863 | 34,405,863 | 100.0000 | 34,405,863 | 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) | | 34,405,863 | 100.0000 | 34,405,863 | 0 | 100.0000 | 0.0000 |
| | | | | | | | | |
| Public- Institutions | E-Voting | 23,364 | 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 | 1,14,50,817 | 3,352,652 | 29.2787 | 3,352,652 | 0 | 100.0000 | 0.0000 |
| | E-voting at EGM | | 1,534 | 0.0134 | 1,534 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total (C) | | 3,354,186 | 29.2921 | 3,354,186 | 0 | 100.0000 | 0.0000 |
| | | | | | | | | |
| Total | (A+B+C) | 4,58,80,044 | 37,760,049 | 82.3017 | 37,760,049 | 0 | 100.0000 | 0.0000 |



ANNEXURE-B

Additional details as required under Regulation 30 of the (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. CHANGE IN DIRECTORS

| S No. | Particulars | Mr. Hemant Kumar |
|-------|--|--|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise | Mr. Hemant Kumar has been appointed as a Non-Executive, Non-Independent Director of the Company. |
| 2. | Date of appointment/cessation (as applicable) & terms of appointment | <p>Date of Appointment: With effect from December 20, 2025</p> <p>Term: Mr. Hemant Kumar has been appointed as Non-Executive, Non-Independent Director of the Company with effect from December 20, 2025, who shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.</p> <p>His appointment has been subsequently approved by the shareholders at their meeting held on January 20, 2026.</p> |
| 3. | Brief profile (in case of appointment) | Mr. Hemant Kumar is a seasoned finance leader with over 35 years of extensive and diverse experience across the domain of corporate finance. He has successfully led and managed end-to-end treasury operations and has been instrumental in overseeing a broad spectrum of corporate finance functions, including strategic financial planning, fund management, risk mitigation, capital structuring, and banking relationships. |
| 4. | Disclosure of relationship between Directors | None |
| 5. | Compliance as per Circular no. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by BSE and NSE respectively | Mr. Hemant Kumar is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority. |

B. PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING OF THE LISTED ENTITY

| Sr No. | Particulars | | | |
|--------|--|---|---|--|
| 1. | Date of meeting | The 01 st Extra Ordinary General Meeting ('EGM') of the Company for the financial year 2025-26 was held on Tuesday, January 20, 2026 at 11:00 A.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 Material Related Party Transaction(s) between Dalmia Bharat Refractories Limited and Dalmia Cement (Bharat) Limited by passing an Ordinary Resolution. | Agenda Item No. 2 The members of the Company have approved and ratified the remuneration of Cost Auditor of the Company for the financial year 2025-26 by passing an Ordinary Resolution. | Agenda Item No. 3 The members of the Company have approved the appointment of Mr. Hemant Kumar (DIN:05200610) as a Non-Executive (Non- Independent) Director of the Company by passing an Ordinary 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. |