

DBRL/SEC/SE/25-26/75

February 16, 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 Ltd.
7, Lyons Range,
Kolkata – 700 001

Sub: Report of the Audit Committee and Independent Directors certifying distribution of proceeds to eligible shareholders of fractional shares pursuant to the Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited (“DBSIL” or the Demerged Company) and Dalmia Bharat Refractories Limited (“DBRL” or the Resulting Company) and their respective shareholders and creditors (“Scheme”)

Dear Sir/Madam,

In terms of the Securities and Exchange Board of India (“SEBI”) Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of the reports received from the Audit Committee and the Independent Directors of the Company.

The said reports certify that the proceeds arising from the sale of consolidated fractional entitlements have been duly distributed to the eligible shareholders of Dalmia Bharat Sugar and Industries Limited, in proportion to their respective entitlements, in accordance with the provisions of the approved Scheme.

You are kindly requested to take the above information on record and oblige.

The same is being uploaded on the website of the Company www.dalmiaocl.com.

Thanking You,

Yours faithfully,
For Dalmia Bharat Refractories Limited

Soumya Sharma
Company Secretary
Membership No. A60934

REPORT OF THE INDEPENDENT DIRECTORS OF DALMIA BHARAT REFRACTORIES LIMITED (“DBRL/COMPANY”) DATED FEBRUARY 16, 2026 CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL SHARES (“REPORT”) PURSUANT TO THE SCHEME OF ARRANGEMENT BETWEEN DALMIA BHARAT REFRACTORIES LIMITED (“DBRL” OR THE RESULTING COMPANY) AND DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (“DBSIL” OR THE DEMERGED COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (“SCHEME”)

INDEPENDENT DIRECTORS OF THE COMPANY

1. Mr. Deepak Thombre
2. Mr. Raj Kamal Saraogi
3. Ms. Pritha Dutt

This report of the Independent Directors is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June, 2023 (“**SEBI Master Circular**”) and as amended from time to time.

1. Background

- 1.1. The Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited (“**Demerged Company**” or “**DBSIL**”) and Dalmia Bharat Refractories Limited (“**Resulting Company**” or “**DBRL**” or “**Company**”) and their respective shareholders and creditors (“**the Scheme**”) pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 was approved and sanctioned by the Hon’ble National Company Law Tribunal, Chennai Bench vide its Order dated September 12, 2025. The Scheme became effective from October 09, 2025.

In terms of the said Scheme, eligible equity shareholders of the Demerged Company as on the record date (i.e. 31st October, 2025) were allotted equity shares of the Company on 14th November, 2025 in the share exchange ratio of 1 fully paid-up equity share of Rs. 10 each of the Company for every 48.18 fully paid-up equity shares of Rs. 02 each of the Demerged Company. Accordingly, the Company allotted 16,79,937 (Sixteen Lakh Seventy-Nine Thousand Nine Hundred Thirty-Seven) equity shares of Rs. 10 each to the eligible equity shareholders of the Demerged Company which includes the allotment of 15,162 (Fifteen Thousand One Hundred and Sixty Two) equity shares of Rs. 10 each (“**Fractional Shares**”). The fully paid-up equity shares allotted to the eligible equity shareholders of the Demerged Company rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

The Board of Directors of the Company appointed Axis Trustee Services Limited as the Trustee of ‘**Dalmia Bharat Refractories Limited - Fractional Shares Trust**’ to hold the Fractional Shares on behalf of the eligible equity shareholders of the Demerged Company.

- 1.2. Further, in terms of the provisions of SEBI Master Circular, a report from Independent Directors is required to certify that the proceeds from the sale of consolidated fractional entitlements are given to the eligible shareholders in proportion to their entitlements.

2. Treatment of Fractional Entitlements

- 2.1. In terms of the provisions of the SEBI Master Circular and Clause 11.3 of the Scheme, the Company has consolidated all the fractional shares and have allotted such consolidated shares to Axis Trustee Services Limited (“Trustee”).
- 2.2. The Fractional Shares so allotted were required to be sold in the open market within 90 days from the date of allotment and net proceeds out of the sale to be distributed to the respective eligible equity shareholders of the Demerged Company in proportion to their respective fractional entitlements.
- 2.3. Accordingly, the Fractional Shares were allotted directly to Dalmia Bharat Refractories Fractional Shares Trust Account and were sold in the open market at market price within 90 days from the date of allotment.
- 2.4. The distribution of sale proceeds has been completed on February 13, 2026 as under:

(Amount in INR)

No. of Shares	Average Price per share (net off brokerage and other Expenses)	Gross Amount	TDS	Net Amount
15,162	171.89	26,06,067.52	13,519.14	25,92,548.38

3. Certification of Independent Directors

Based on the above, it is hereby certified that the Company has compensated the eligible equity shareholders of the Demerged Company by distributing the sale proceeds of the fractional entitlements in accordance with provisions of the Scheme and the SEBI Master Circular.

Yours faithfully,
For and on behalf of the Independent Directors of
Dalmia Bharat Refractories Limited

Deepak Thombre
Independent Director
DIN: 02421599

Date: 16.02.2026
Place: Pune

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DALMIA BHARAT REFRACTORIES LIMITED (“DBRL/COMPANY”) DATED FEBRUARY 16, 2026 CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL SHARES (“REPORT”) PURSUANT TO THE SCHEME OF ARRANGEMENT BETWEEN DALMIA BHARAT REFRACTORIES LIMITED (“DBRL” OR THE RESULTING COMPANY) AND DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED (“DBSIL” OR THE DEMERGED COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (“SCHEME”)

AUDIT COMMITTEE MEMBERS:

1. Mr. Deepak Thombre, Chairman
2. Mr. Raj Kamal Saraogi, Member
3. Dr. Chandra Narain Maheshwari, Member

This report of the Audit Committee of the Board of Directors is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated 20th June, 2023 (“SEBI Master Circular”) and as amended from time to time.

1. Background

- 1.1. The Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited (“Demerged Company” or “DBSIL”) and Dalmia Bharat Refractories Limited (“Resulting Company” or “DBRL” or “Company”) and their respective shareholders and creditors (“the Scheme”) pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 was approved and sanctioned by the Hon’ble National Company Law Tribunal, Chennai Bench vide its Order dated September 12, 2025. The Scheme became effective from October 09, 2025.

In terms of the said Scheme, eligible equity shareholders of the Demerged Company as on the record date (i.e. 31st October, 2025) were allotted equity shares of the Company on 14th November, 2025 in the share exchange ratio of 1 fully paid-up equity share of Rs. 10 each of the Company for every 48.18 fully paid-up equity shares of Rs. 02 each of the Demerged Company. Accordingly, the Company allotted 16,79,937 (Sixteen Lakh Seventy-Nine Thousand Nine Hundred Thirty-Seven) equity shares of Rs. 10 each to the eligible equity shareholders of the Demerged Company which includes the allotment of 15,162 (Fifteen Thousand One Hundred and Sixty Two) equity shares of Rs. 10 each (“Fractional Shares”). The fully paid-up equity shares allotted to the eligible equity shareholders of the Demerged Company rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

The Board of Directors of the Company appointed Axis Trustee Services Limited as the Trustee of ‘Dalmia Bharat Refractories Limited - Fractional Shares Trust’ to hold the Fractional Shares on behalf of the eligible equity shareholders of the Demerged Company.

- 1.2. Further, in terms of the provisions of the SEBI Master Circular, a report from the Audit Committee is required to certify that the proceeds from the sale of consolidated fractional entitlements are given to the eligible shareholders in proportion to their entitlements.

2. Treatment of Fractional Entitlements

- 2.1. In terms of the provisions of the SEBI Master Circular and Clause 11.3 of the Scheme, the Company has consolidated all the fractional shares and have allotted such consolidated shares to Axis Trustee Services Limited (“Trustee”).
- 2.2. The Fractional Shares so allotted were required to be sold in the open market within 90 days from the date of allotment and net proceeds out of the sale to be distributed to the respective eligible equity shareholders of the Demerged Company in proportion to their respective fractional entitlements.
- 2.3. Accordingly, the Fractional Shares were allotted directly to Dalmia Bharat Refractories Fractional Shares Trust Account and were sold in the open market at market price within 90 days from the date of allotment.
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15,162	171.89	26,06,067.52	13,519.14	25,92,548.38

3. Certification of the Audit Committee

Based on the above, it is hereby certified that the Company has compensated the eligible equity shareholders of the Demerged Company by distributing the sale proceeds of the fractional entitlements in accordance with provisions of the Scheme and the SEBI Master Circular.

Yours faithfully,

**For and on behalf of the Audit Committee of
Dalmia Bharat Refractories Limited**

Deepak Thombre
Chairman, Audit Committee
DIN: 02421599

Date: 16.02.2026
Place: Pune