

DBRL/SEC/SE/23-24/35

July 31, 2023

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

Subject: Proceedings of the 17th Annual 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the 17th Annual General Meeting ('AGM') of the Company was held today, i.e. Monday, July 31, 2023 at Dalmiapuram, P.O. Kallakudi, Dist. Tiruchirappalli. Tamil Nadu- 621651 and all the items of agenda included in the Notice of the AGM dated June 28, 2023 have been approved with requisite majority.

The shareholders were provided with the facility to cast their vote through remote e-voting facility or by insta-poll at the AGM. 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. July 24, 2023.

The remote e-voting commenced on Thursday, July 27, 2023 at 09:00 A.M. IST and concluded on Sunday, July 30, 2023 at 05:00 P.M. IST and was subsequently disabled upon the expiry of the aforesaid period. However, the facility for voting through insta-poll was made available to the shareholders at the AGM.

Mr. Venkatasubramaniam Ramachandran, Practicing Company Secretary was appointed as the Scrutiniser to scrutinize the voting process during the AGM and remote e-voting process in a fair and transparent manner.

The brief details of the agenda items and voting results along with the consolidated Scrutiniser's Report are enclosed herewith as **Annexure- A**. The same are also displayed at the registered office and posted on the Company's website at www.dalmiaocl.com.

Further, pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief details about the change in Directors are enclosed herewith as **Annexure- B**.

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 AGM,
Dalmia Bharat Refractories Limited,
Dalmiapuram, Kallakkudi, Tiruchirapalli District,
Tamil Nadu. PIN: 621 651.



Seventeenth Annual General Meeting (AGM) of the Equity Shareholders of the Company held on
31st day of July, 2023 at 11.00 a.m.
at the registered office of the Company.

I, CS R. Venkatasubramaniam, 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 AGM at the 17th Annual General Meeting (AGM) of the Shareholders of Dalmia Bharat Refractories Limited held on 31st day of July, 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 27th July, 2023 (9.00 am) to 30th July, 2023 (5.00 pm) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting at AGM and remote e-voting 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 June 28, 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 AGM, using an electronic voting system on the dates referred to in the notice calling the AGM ("remote e-voting") and (ii) process of voting at the AGM.

1. The Company has availed the services of KFIN Technologies Limited as the service provider for extending the facilities to the members for remote e voting/insta poll and voting electronically at the Annual General Meeting of the Company.



2. 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 on the resolutions proposed in the Notice calling the Seventeenth Annual 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 KFin Technologies Ltd., to the members and other Participants for e-voting at <http://evoting.kfintech.com>.
3. As per confirmed by the Company, the Notice of Annual General Meeting dated June 28, 2023 was sent to the shareholders through electronic mode to those members whose email addresses are registered with the Company/Depository and to those members who registered their e-mail Ids pursuant to advertisement published by the Company.
4. The remote e-voting period remained open from 27th July, 2023(9.00 am) to 30th July, 2023 (5.00 pm) and was disabled for remote e- voting thereafter.
5. The shareholders holding shares as on the Cut - off date i.e.24th July, 2023 were eligible to vote on the proposed resolutions (Item No. 1 to 4 as set out in the Notice of AGM) by remote e-voting and e-voting/instapoll at AGM.
6. The votes cast were disabled after the conclusion of AGM 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, T/A/A, Poovalur Road, Lalgudi - 621 601
 2. N SHYAMKUMAR FLAT NO G-4 Hyderabad Hyderabad - 500091 
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:



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.

- i) Ordinary Resolution passed for adoption of Standalone Financial Statements for the financial year ended on 31stMarch, 2023 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on 31stMarch, 2023 together with the Report of the Auditors thereon - 99.9712% in favour of the resolution.
- ii) Ordinary Resolution passed for declaration of dividend of Rs.1.50/- (15%) per equity share of Rs.10/- each for the financial year ended 31st March, 2023 - 99.9712% in favour of the resolution
- iii) Ordinary Resolution passed for appointment of Mr. Sameer Nagpal (DIN: 06599230) as a Director liable to retire by rotation - 99.9712% in favour of the resolution
- iv) Special Resolution passed for appointment of Dr. Chandra Narain Maheshwari (DIN: 00125680) as Whole Time Director & CEO of the Company- 99.9712% in favour of the resolution.

In conclusion, all the 4 (Four) Resolutions have been passed with requisite majority.

The details of the above mentioned result has been given in The Registers, all other papers and relevant records relating to remote e-voting and /Insta-poll at AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be thereafter handed over to the Company Secretary for safe keeping.

Place: Dalmiapuram, Trichy

Date: 31.07.2023



R.Venkatasubramanian

Practising Company Secretary

ACS - 3673; CP - 3893

UDIN: A003673E000708564

ANNEXURE TO SCRUTINIZER REPORT

Date of AGM	31.07.2023
Total Number of shareholders on Record Date	3305
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	9
Public:	22
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 for adoption of Standalone Financial Statements for the financial year ended on 31.03.2023 together with the Report of Board of Directors and Auditors thereon and Consolidated Financial Statements for the financial year ended on 31.03.2023 together with the Report of the Auditors thereon:

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	249,076	2.2546	239,476	9,600	96.1458	3.8542
	E-voting at AGM		965	0.0087	934	31	96.7876	3.2124
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		250,041	2.2633	240,410	9,631	96.1482	3.8518
Total	(A+B+C)	44,200,107	33,397,420	75.5596	33,387,789	9,631	99.9712	0.0288



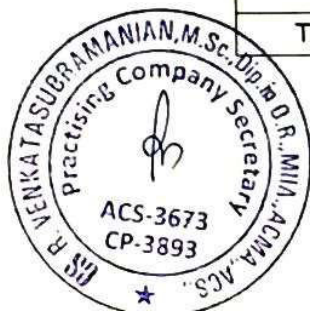
2. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Ordinary Resolution passed for declaration of dividend of Re.1.50/- (15%) per equity share of Rs.10/- each for the financial year ended 31st March, 2023 :

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	249,076	2.2546	239,476	9,600	96.1458	3.8542
	E-voting at AGM		965	0.0087	934	31	96.7876	3.2124
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		250,041	2.2633	240,410	9,631	96.1482	3.8518
Total	(A+B+C)	44,200,107	33,397,420	75.5596	33,387,789	9,631	99.9712	0.0288



3. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Ordinary Resolution passed for appointment of Mr. Sameer Nagpal (DIN: 06599230) as a Director liable to retire by rotation:

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	249,076	2.2546	239,476	9,600	96.1458	3.8542
	E-voting at AGM		965	0.0087	934	31	96.7876	3.2124
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		250,041	2.2633	240,410	9,631	96.1482	3.8518
Total	(A+B+C)	44,200,107	33,397,420	75.5596	33,387,789	9,631	99.9712	0.0288



4. Details of the voting result as per regulation 44(3) of the SEBI(LODR)Regulations, 2015 in respect of Special Resolution passed for appointment of Dr. Chandra Narain Maheshwari (DIN: 00125680) as Whole Time Director & CEO 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	248,381	2.2483	238,781	9,600	96.1350	3.8650
	E-voting at AGM		965	0.0087	934	31	96.7876	3.2124
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		249,346	2.257	239,715	9,631	96.1375	3.8625
Total	(A+B+C)	44,200,107	33,396,725	75.5580	33,387,094	9,631	99.9712	0.0288

Note: votes abstained(695 votes) are not included.



Annexure-B

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

S No.	Particulars	Mr. Sameer Nagpal	Dr. Chandra Narain Maheshwari
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as the Non-Executive Director of the Company who retires by rotation.	Appointment as the Whole Time Director & CEO of the Company for a period of 5 years.
2.	Date of appointment/ cessation (as applicable) & terms of appointment	July 31, 2023	July 31, 2023
3.	Brief profile (in case of appointment)	Mr. Nagpal holds a Bachelor's degree in Mechanical Engineering from Delhi Technological University and a Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta. He has over 28 years of experience in various managerial capacities. He is an acknowledged business strategist and transformation leader. He has a proven track record of leading businesses through strategic initiatives to drive value for all stakeholders.	Dr. Maheshwari, is professionally qualified as a Chartered Accountant, Company Secretary and Cost Accountant from respective Institutes of India and has also completed his master in Business Administration. He has about 40 years of work experience in various fields including finance, commercial, business, legal and secretarial, strategic and business planning, policy making, business development etc.
4.	Disclosure of relationship between Directors	Not related to any other Director of the Company	Not related to any other Director of the Company
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	Not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.	Not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.