

DALMIA BHARAT LIMITED

Registered Office: Dalmiapuram Lalgudi Dist. Tiruchirappalli, Tamil Nadu 621651

Phone No. 04329-235132 Fax No. 04329-235111

CIN: L14200TN2013PLC112346 Website: www.dalmiabharat.com; Email: corp.sec@dalmiabharat.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting of the Members of Dalmia Bharat Limited (“**Company**”) will be held on Wednesday, September 29, 2021 at 11:30 a.m. IST through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - Audited Standalone Financial Statements of the Company for the year ended March 31, 2021 together with the Report(s) of the Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021 together with the Report of the Auditors thereon.
- To consider and declare dividend of ₹ 1.33/- (66.50%) per equity share of ₹ 2/- each for the financial year ended March 31, 2021.
- To consider and appoint a Director in place of Mr. Yadu Hari Dalmia (DIN: 00009800), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and appoint M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provision of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. S.S. Kothari Mehta & Co. (Firm Registration No. 000756N), from the conclusion of this Annual General Meeting to the conclusion of 13th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

- To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval be and is hereby accorded to the continuation of directorship of Mr. Yadu Hari Dalmia (DIN: 00009800), on attaining seventy-five years of age, as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

- To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval be and is hereby accorded to the continuation of directorship of Mr. Virendra Singh Jain (DIN: 00253196), on attaining seventy-five years of age as an Independent Director of the Company for his remaining term of office.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

- To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the relevant Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, approval be and is hereby accorded for

payment of remuneration to Mr. Gautam Dalmia (DIN 00009758), the Managing Director of the Company for his remaining tenure of two years viz., from October 30, 2021 to October 29, 2023, as per details mentioned below:

I. Salary:

Basic Pay: ₹ 94,58,311/- p.m.

Special Pay: ₹ 42,23,861/- p.m.

(both components hereinafter referred to as 'the Salary')

II. Annual Increments:

The increments to the Salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 30% of the basic and special pay.

III. Perquisites:

In addition to the Salary, perquisites specified hereunder shall be allowed:

(i) Medical reimbursement:

Medical expenses for self and family at actuals as per Rules of the Company.

(ii) Leave Travel Concession:

Leave travel expenses for self and family as per the Rules of the Company.

(iii) Club Fees/Professional Body/Association Membership Fees:

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees.

Fees in respect of a Professional Body/Association of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

(iv) Personal Accident/ Hospitalisation Insurance:

Premium at actuals for self and family as per Rules of the Company.

(v) Leave/Encashment of Leave:

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

(vi) Car and Telephone:

The Company shall reimburse or pay directly for two cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.

(vii) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to the Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of ₹ 1,50,000/- per annum) and Gratuity (including

for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

IV. Commission:

Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable together with the Salary does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

V. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Gautam Dalmia, shall be paid a minimum remuneration comprising of the Salary and perquisites as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded to the payment of remuneration, as specified above, to Mr. Gautam Dalmia, Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the relevant Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, approval be and is hereby accorded for payment of remuneration to Mr. Puneet Yadu Dalmia (DIN 00022633), the Managing Director of the Company for his remaining tenure of two years viz., from October 30, 2021 to October 29, 2023, as per details mentioned below:

I. Salary:

Basic: ₹ 1,12,00,000/- p.m.

Special Pay: ₹ 42,56,000/- p.m.

(both components hereinafter referred to as 'the Salary')

II. Annual Increments:

The increments to the Salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 30% of the basic and special pay.

III. Perquisites:

In addition to the Salary, perquisites specified hereunder shall be allowed:

- (i) Medical reimbursement:
Medical expenses for self and family at actuals as per Rules of the Company.
- (ii) Leave Travel Concession:
Leave travel expenses for self and family as per the Rules of the Company.
- (iii) Club Fees/Professional Body/Association Membership Fees:
Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees.

Fees in respect of a Professional Body/Association of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.
- (iv) Personal Accident / Hospitalisation Insurance:
Premium at actuals for self and family as per Rules of the Company.
- (v) Leave/Encashment of Leave:
Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.
- (vi) Car and Telephone:
The Company shall reimburse or pay directly for two cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.
- (vii) Provident Fund, Superannuation Fund and Gratuity:
Company's contribution to the Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of ₹ 1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

IV. Commission:

Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable together with the Salary does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

V. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Puneet Yadu Dalmia, shall be paid a minimum remuneration comprising of the Salary and perquisites as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded to the payment of remuneration to Mr. Puneet Yadu Dalmia, Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors of
Dalmia Bharat Limited

sd/-

Dr. Sanjeev Gemawat
Executive Director (Legal) &
Group Company Secretary
Membership No. FCS 3669

Place: New Delhi
Date: July 27, 2021

KEY INFORMATION

SI. No.	PARTICULARS	DETAILS
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	https://emeetings.kfintech.com
2	Link for e-voting [remote/at the AGM]	https://evoting.kfintech.com
3	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
4	Username and password for VC and e-voting	Please use the remote e-voting credentials
5	Helpline number for VC and e-voting	KFin Technologies Private Limited - 1800 309 4001/ evoting@kfintech.com
6	Registrar and Share Transfer Agent	KFin Technologies Private Limited Unit: Dalmia Bharat Limited Mr. Bhaskar Roy. E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222/1800 309 4001
7	Cut-off/record date for e-voting/payment of dividend	Wednesday, September 22, 2021
8	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	rvs.pcs@gmail.com and evoting@kfintech.com on or before September 27, 2021.
9	Remote e-voting period	Commences at 9:30 AM on Saturday, September 25, 2021 and ends at 5:00 PM on Tuesday, September 28, 2021
10	Period for speaker registration and expressing views and sending queries, if any	Commences at 9:00 AM on Saturday, September 25, 2021 and ends at 5:00 PM on Sunday, September 26, 2021
11	Last date for publishing results of the e-voting and results availability	Friday, October 01, 2021 and the result will be available at below website(s) besides at website(s) of Stock Exchanges www.kfintech.com www.dalmiabharat.com

NOTES:

1. In view of outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, ("MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, ("SEBI Circular"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.
2. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the AGM of the Company is being conducted through VC, herein after called as "**e-AGM**".
4. The Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents ("**RTA**"), to provide VC facility for the e-AGM and the attendant enablers for conducting the e-AGM.
5. Pursuant to the MCA Circulars:
 - a. Members can attend the e-AGM through log in credentials provided to them to connect to VC. Physical attendance of the Members at the e-AGM is not required.
 - b. Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.
7. Up to 1000 Members will be able to join on a First In First Out ("**FIFO**") basis the e-AGM of the Company.
8. There is no restriction on account of FIFO entry into e-AGM for the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc.
9. The attendance of the Members attending the e-AGM through log in will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**SEBI Listing Regulations**") and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely "KFin Technologies Private Limited".
11. **Voting at the e-AGM:** Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
12. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at www.dalmiabharat.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency at <https://evoting.kfintech.com>

Members who have still not registered their email ID are requested to do so at the earliest. Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant(s) ("DPs"). Members holding shares in physical mode are requested to register their email ID with the Company or RTA, for receiving the AGM Notice and Annual Report. Requests can be emailed to corp.sec@dalmiabharat.com or einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.

We urge Members to support this Green Initiative effort of the Company and get their email ID registered.
13. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
14. All documents referred to in the Notice and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 shall be available for inspection electronically during the e-AGM.

The aforesaid documents along with documents referred to in the AGM Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of the AGM, i.e. Wednesday, September 29, 2021. Members seeking inspection of the aforementioned documents can send an email to corp.sec@dalmiabharat.com.

15. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 22, 2021.
16. The Board of Directors has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
17. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and send the same to the Chairperson or a person authorized by him in writing who shall countersign the same.
18. The results shall be declared forthwith by the Chairperson or a person authorized in this regard. The Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
19. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.dalmiabharat.com and on the website of KFin Technologies Private Limited, www.kfintech.com within 48 hours from the conclusion of AGM and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.
20. As per Regulation 40 of SEBI Listing Regulations, transfer of securities can be carried out only in dematerialized form with effect from April 01, 2019. Accordingly, any request for transfer of shares in physical form will not be accepted by the Company/ RTA. This restriction will however not be applicable to the request received for transmission or transposition of physical shares. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any of the nearest branches of RTA to guide you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
21. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company's RTA for revalidation and encash them before the due date. In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a Member for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all the benefits accruing on such shares e.g., bonus shares, split, consolidation, fraction shares etc. except rights issue shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Therefore, it is in the interest of deposit-holders/debenture-holders/ Members to claim the unclaimed / un-encashed amount of dividend, matured deposits, matured debentures or interest thereon with in scheduled time.
22. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the same from IEPFA by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. The Final dividend, as recommended by the Directors of the Company for the financial year ended March 31, 2021, if declared at the AGM, will be paid within 30 days from the date of AGM to those members whose names are registered in the Company's Register of Members on Wednesday, September 22, 2021:
 - a) as Beneficial Owners as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and
 - b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with RTA

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ("ECS") / National Electronic Clearing Service ("NECS"). In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrants to them by post.

For receiving dividend directly in your bank accounts, Members are requested to update/register their complete bank account details:

Physical Mode : with Company's RTA at einward.ris@kfintech.com, under a signed request letter mentioning the name, folio number, bank details, self- attested copy of the PAN Card and cancelled cheque leaf.

Electronic Mode: by updating with the Depository Participant.

25. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with the Company/ KFin Technologies Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by Saturday 18, 2021.

26. Instructions for Members for attending the e-AGM through VC/OAVM are as under:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting period commences on 9:30 AM Saturday, September 25, 2021 and ends at 5:00 PM on Tuesday, September 28, 2021. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 22, 2021 i.e. cut-off date, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
 - vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

DETAILS ON STEP 1 ARE MENTIONED BELOW:**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

DETAILS ON STEP 2 ARE MENTIONED BELOW:**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.).
- V. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. Login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Limited."
- VIII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding multiple folios may choose to vote differently for each folio / demat account.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit. A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority

letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'DBL _EVENT No'

XII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-309-4001 (toll free).

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- I. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:
- II. <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> Select the company name
- III. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
- IV. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- V. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- VII. Enter the email address and mobile number.
- VIII. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- IX. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- X. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- XI. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.

XII. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

XIII. In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800- 309-4001.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member are provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened at 9:00 AM on Saturday, September 25, 2021 and ends at 5:00 PM on Sunday, September 26, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9:00 AM on Saturday, September 25, 2021 and ends at 5:00 PM on Sunday, September 26, 2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at evoting@kfintech.com or call Mr. N Shyam Kumar at KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4:

The explanatory statement for this item is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

M/s. S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N), existing Statutory Auditors of the Company shall complete their term and retire at the conclusion of this 8th AGM.

In view of the above, the Board of Directors of the Company on recommendation of Audit Committee recommended for appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company, for a period of 5 years from the conclusion of this 8th Annual General Meeting to the conclusion of 13th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company.

Further, as required under the provisions of Sections 139 and 141 of the Act, M/s Walker Chandiook & Co LLP, Chartered Accountants have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the Act and have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Their appointment as Statutory Auditors, if approved, by the members of the Company, will take effect from the conclusion of this Annual General Meeting.

The Board recommends the ordinary resolution set out under Item No. 4 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5 & 6:

At the 5th AGM of the Company held on December 31, 2018 the members had approved the appointment of Mr. Yadu Hari Dalmia as a Non-Executive Director and Mr. Virendra Singh Jain as an Independent Director of the Company.

In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, consent of the members by way of Special Resolution is required for continuation of directorship of Non-Executive Directors of the Company upon attainment of 75 (seventy-five) years of age.

In view of Mr. Yadu Hari Dalmia, Non-Executive Director and Mr. Virendra Singh Jain, Independent Director of the Company attaining the age of 75 years, Special Resolution is required for continuation of their directorship on the Board of the Company in terms of said Regulation 17(1A) of Listing Regulations.

Mr. Yadu Hari Dalmia is a promoter of the Company and a Fellow Member of the Institute of Chartered Accountants of India. He has around five decades of experience in the cement industry. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.

Mr. Virendra Singh Jain is an Independent Director of the Company and a fellow member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India. He is having experience of over four decades and had served as Executive Director of Indian Oil Corporation Limited, former Chairman of SAIL and former Managing Director & Chief Executive Officer of Jindal Stainless Ltd.

Considering the wealth of experience of Mr. Yadu Hari Dalmia & Mr. Virendra Singh Jain, the immense value they bring to the Board and the Company, the continuation of their directorship beyond 75 (seventy-five) years of age would be in the interest of the Company.

Except Mr. Yadu Hari Dalmia, the appointee, Mr. Puneet Yadu Dalmia (son of Mr. Yadu Hari Dalmia) none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

Except Mr. Virendra Singh Jain none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has recommended the resolutions set out at item nos 5 & 6 for the approval of members by way of a Special Resolution.

ITEM NO. 7 & 8:

On recommendation of the Nomination and Remuneration Committee and the Board of Directors, the members of the Company at the Annual General Meeting held on December 31, 2018, had appointed Mr. Gautam Dalmia and Mr. Puneet Yadu Dalmia as the Managing Director(s) of the Company for a period of five (5) years effective from October 30, 2018, by way of Special Resolution. Further, the remuneration payable to them was approved by the members for a period of three years i.e. up to October 29, 2021 as per Schedule V of the Companies Act, 2013 and they have drawn the same remuneration without any increment as was approved on December 31, 2018 for financial year (s) 2018-19, 2019-20 and 2020-21.

In view of the above, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved the remuneration payable to Mr. Gautam Dalmia & Mr. Puneet Yadu Dalmia, as set out in Item No. 7 & 8 of the notice respectively, for their remaining tenure of two years i.e. from October 30, 2021 till October 29, 2023 and recommended the same for consideration and approval by the members.

Except Mr. Gautam Dalmia (holding one (1) equity share in the Company) & Mr. Puneet Yadu Dalmia, being the appointee(s) and Mr. Yadu Hari Dalmia (father of Mr. Puneet Yadu Dalmia), none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the Resolutions set out at item no 7 & 8.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has recommended the resolutions set out at item no. 7 & 8 for the approval of members by way of Special Resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. GENERAL INFORMATION:

- Nature of Industry: The Company renders management services to various companies and derives management service fee from them. The Company's operating subsidiaries are engaged in manufacture and sale of cement and refractories.
- Date of commencement of commercial production: The Company was incorporated on July 12, 2013 and pursuant to the Scheme(s) of Arrangement and Amalgamation OCL India Limited and certain other group companies and Dalmia Bharat Limited were amalgamated with the Company and all cement and other operating business were vested with Dalmia Cement (Bharat) Limited, wholly owned subsidiary of the Company as per the Scheme(s) by way of slump exchange.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not applicable.**
- Financial performance based on given indicators:

₹ In Crore

Particulars	2018-19		2019-20		2020-21	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	164	9,484	151	9,674	148	10,522
Profit before tax	119	339	153	357	34	1,408
Profit after tax	101	349	135	238	25	1,243

- Foreign investments or collaborations, if any:

Non-resident members including the Foreign Portfolio Investors presently hold 14.08% (approx.) stake in the Company. No foreign collaboration is involved.

II. INFORMATION ABOUT THE APPOINTEE:

A. Mr. Gautam Dalmia

1. Background details:

Mr. Gautam Dalmia, holds Bachelor of Science and Masters in Electrical & Electronics Engineering from Columbia University. He has around three decades of experience in the cement and sugar industries.

- Past remuneration: Mr. Gautam Dalmia is a Managing Director of the Company and Dalmia Bharat Sugar and Industries Limited drew the following remuneration during the financial year 2020-21:

Sl. No.	Name of the Company	Position	Remuneration (including perquisites and retivals) (₹ /crore)
1	Dalmia Bharat Limited	Managing Director	15.05
2	Dalmia Bharat Sugar and Industries Limited	Managing Director	5.82

- Recognition or award: None

- Job profile & suitability:

Mr. Gautam Dalmia, holds Masters in Electrical & Electronics Engineering from Columbia University. He has around three decades of rich and varied experience in the cement and sugar industries and has been involved in the leadership role.

- Remuneration proposed:

The proposed remuneration has been detailed in the Resolution No. 7 for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

- Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person: Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.

- Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any: Mr. Gautam Dalmia is the son of late Mr. Jai Hari Dalmia. Except drawing remuneration as Managing Director and shareholding in the Company, he does not have any pecuniary relationship whether directly or indirectly.

B. Mr. Puneet Yadu Dalmia**1. Background details:**

Mr. Puneet Yadu Dalmia, holds a B.Tech. degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has over two and a half decades of experience in cement industry.

2. Past remuneration: Mr. Puneet Yadu Dalmia drew following remuneration during the financial year ended March 31, 2021:

Sl. No	Name of the Company	Position	Remuneration (including perquisites and retirals) (₹ /crore)
1	Dalmia Bharat Limited	Managing Director	20.09

Name of other Company in which the appointee is a Managerial person – Except the position of Managing Director in the Company he does not hold managerial position in any other company.

3. Recognition or award:

- the EY Entrepreneur of the Year 2017 in the Manufacturing Category; and
- the LakshmiPat Singhania - IIM, Lucknow, National Leadership Award in the Business Category from the President of India in 2019.

4. Job profile & suitability:

Mr. Puneet Yadu Dalmia has rich experience in the Cement Industry and has been in the leadership role and spearheading the strategic growth of the Company.

5. Remuneration proposed:

The proposed remuneration has been detailed in the Resolution No. 8 for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

6. Comparative remuneration profile with respect to Industry, Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth,, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any: Mr. Puneet Yadu Dalmia is son of one of the promoters namely Mr. Yadu Hari Dalmia. Except drawing remuneration as Managing Director and shareholding in the Company, he does not have any pecuniary relationship directly or indirectly.

III. OTHER INFORMATION:**1. Reasons of loss or inadequate profits.**

On standalone basis, the net profit after tax of the Company is lower in FY 2020-21 (Rs. 25 crore) compared to FY 2019-20 (Rs. 135 crore) due to no dividend income received from subsidiary companies in respect of FY 2019-20 as the same had already been received and accounted for in FY 2019-20 as Interim Dividend. On consolidated basis, the Company's EBIDTA increased from Rs. 2106 crore in FY 2019-20 to Rs. 2783 crore in FY 2020-21 registering increase of 32%, Profit Before Tax increased from Rs. 357 crore to Rs. 1408 crore in the same period registering growth of 295% and Profit After Tax has increased from Rs. 238 crore to Rs. 1243 crore in the same period registering increase of 423% despite the challenges faced due to Covid 19.

2. Steps taken or proposed to be taken for improvement.

The Company has announced Capital Allocation Policy including dividend payout policy which envisages larger dividend payouts. This applies to our subsidiary companies as well , whose dividend payouts are reflected as income in Company's standalone accounts. At consolidated level also, the Company's EBIDTA is expected to increase due to enhanced capacity and higher volume of sales while undertaking initiatives for cost reduction and increase in market share.

3. Expected increase in productivity and profits in measurable terms.

While the Company does not give guidance about future profitability, as mentioned in previous paras, the Companys' consolidated profitability has grown in FY 20-21 and is expected to increase further in FY 21-22

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Name of the Director	Mr. Yadu Hari Dalmia	Mr. Virendra Singh Jain	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia
Director Identification Number	00009800	00253196	00009758	00022633
Date of Birth	02-06-1947	24-07-1946	16-01-1968	15-10-1972
Date of Appointment	15-10-2018 (Non-Executive Director)	15-10-2018 (Non-Executive Independent Director)	15-10-2018 as a Non-Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018	15-10-2018 as a Non-Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018
Qualification	B.Com (Hon), CA	B.Com (H), CA, CMA	B.S. and M.S. degrees in Electrical Engineering	B Tech from IIT Delhi and PG DBA from IIM Bangalore
Experience & Expertise in specific functional area	He has around five decades of experience in the cement Industry.	He began his professional career with Indian Oil Corporation and was engaged over four decades in various capacities. He was responsible for financial strategies and implementation and financial appraisal of projects.	He has around three decades of experience in the cement and sugar industries.	He has around two and a half decades of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational company.
Profile of the Director	Mr. Yadu Hari Dalmia is a Fellow Member of the Institute of Chartered Accountants of India. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.	Mr. Virendra Singh Jain is a fellow member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountant of India. Mr. Jain began his professional career with Indian Oil Corporation and was engaged over 35 years in various capacities. He was responsible for financial strategies and implementation and financial appraisal of projects. As Executive Director, his responsibilities included international negotiations for procurement of crude and petroleum products. He was later selected as the Chairman of Steel Authority of India, until July 2006. Post retirement, Mr. Jain was associated with the Jindal Group as Managing Director and CEO of Jindal Stainless Limited. He was also nominated as a Member of the Public Enterprises Selection Board, which post he held till July 2011.	Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He is responsible for managing the cement and sugar businesses and is leading all operations and execution of cement projects. He provides leadership to the commercial functions for the group.	Mr. Puneet Yadu Dalmia holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. Mr. Puneet Yadu Dalmia conceptualized the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the Group.
Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him	Mr. Yadu Hari Dalmia is a Non-Executive Director of the Company. Please refer resolution No. -5 and explanatory statement in respect of Resolution No.-5 for terms and conditions of his appointment.	Mr. Virendra Singh Jain is Non-Executive Independent Director of the Company. Please refer resolution No. 6 and explanatory statement in respect of Resolution No.-6 for terms and conditions of his appointment.	Mr. Gautam Dalmia is a Managing Director of the Company. Please refer resolution No. -7 and explanatory statement in respect of Resolution No.-7 and 8 for terms and conditions of his appointment.	Mr. Puneet Yadu Dalmia is a Managing Director of the Company. Please refer resolution No. -8 and explanatory statement in respect of Resolution No.-7 and 8 for terms and conditions of his appointment.

Name of the Director	Mr. Yadu Hari Dalmia	Mr. Virendra Singh Jain	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia
Shareholding in the Company as on date	NIL	NIL	1	NIL
Relationship with other Directors and KMPs of the Company	Mr. Yadu Hari Dalmia is the father of Mr. Puneet Yadu Dalmia	NIL	Mr. Gautam Dalmia is son of Late Shri Jai Hari Dalmia.	Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia.
No. of meetings of Board attended during the year	4	5	4	4
List of Public Companies in which outside directorship held	NIL	1	5	1
Chairman/Member of the Committees of Board of Directors of Indian Companies	In Dalmia Bharat Limited : He is a member of Stakeholders Relationship Committee, and Corporate Social Responsibility Committee.	In Dalmia Bharat Limited: He is the chairman of Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, and member of Corporate Social Responsibility Committee..	In Dalmia Bharat Limited : He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee. In Dalmia Cement (Bharat) Limited : He is a member of Corporate Social Responsibility Committee. In Dalmia Bharat Sugar and Industries Limited: He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee. In Sita Investment Limited: He is a member of Corporate Social Responsibility Committee. In Indian Energy Exchange Limited: He is a member of Buyback Committee, Strategic Committee Technology Advisory Committee. Enterprise Risk Management Committee, Stakeholders Relationship Committee and Audit Committee. In Indian Gas Exchange Limited: He is a member of Audit Committee.	In SRF Limited : He is a member of Nomination & Remuneration Committee.