

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram - 621 651, Distt. Tiruchirapalli, Tamil Nadu)

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

CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com ; Email: invhelp1@dalmiabharat.com

1. Name and Registered Address of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s), if any :
3. Registered Folio No./ DP ID No./ Client ID No. :
4. Number of share(s) held :

Dear Shareholder(s):

Please find enclosed the Notice convening the Annual General Meeting of Dalmia Bharat Limited (the Company) to be held on Tuesday, the 27th day of September, 2016 at 10.00 a.m. at the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu.

The Company is offering remote e-voting facility to its Members so as to enable them to cast their votes electronically in respect of all items of business to be transacted as set out in the attached Notice convening the Annual General Meeting of the Company. The Company has appointed M/s Karvy Computershare Private Limited ('KCPL' 'Karvy' or ' Service Provider') for facilitating the e-voting process to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The remote e-voting particulars are as under:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting facility will be available during the following voting period:

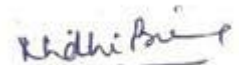
Commencement of e-voting : Saturday, 24th September, 2016 (9:30 am)

End of e-voting : Monday, 26th September, 2016 (5:00 pm)

The cut off date for the purposes of remote e-voting and voting at the meeting is Tuesday the 20th September, 2016.

In this regard, please turn over for detailed process and manner of e-voting.

For Dalmia Bharat Limited



(Nidhi Bisaria)

Company Secretary

1. The instructions for remote e-voting are as under:
 - A In case a Member receives the notice convening the Annual General Meeting (AGM) through an email from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Limited."
 - vii. 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
 - x. Cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
 - xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name and EVENT NO."
 - B In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
 - C. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut off date i.e. 20th September, 2016, the member may write to the Karvy on the email Id madhusudhan.ms@karvy.com or to Mr. M.S. Madhusudhan, Contact No. 040-67162222 , at M/s Karvy Computershare Private Limited (Unit: Dalmia Bharat Limited), Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No.(i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
2. The remote e-voting period commences on Saturday, the 24th September, 2016 (9:30 am) and ends on Monday the 26th day of September, 2016 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the AGM but shall not be allowed to vote again.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2016.
6. 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.
7. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Physical Ballot for all businesses specified in the accompanying Notice.
8. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
9. The Results shall be declared forthwith by the Chairman or a person authorized by the Board and 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).
10. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.dalmiabharat.com and on the website of Karvy, <https://evoting.karvy.com> within 48 hours from the declaration of results of voting 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.