

NOTICE

A. Annual General Meeting

NOTICE is hereby given that the 11th Annual General Meeting (AGM) of the Members of the Company will be held on 27th 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, for transacting the business as stated in the Notice dated August 17, 2016 already sent to all the members individually at their registered address.

The Company is pleased to provide to its members the facility to cast vote by electronic mode through M/s Karvy Computershare Private Limited ("M/s Karvy") on all resolutions set out in notice dated 17th August, 2016 in terms of Section 108 of the Companies Act, 2013, read with Rules made thereunder. The details of the facility are given hereunder:

1. Date of completion of despatch of the AGM notice: 3rd September, 2016.
2. Date and time of commencement of remote e-voting: Saturday, 24th September, 2016 (9.30 a.m. IST).
3. Date and time of end of remote e-voting: Monday, 26th September, 2016 (5.00 p.m. IST).
4. The cut-off date as on which the voting of members shall be reckoned for voting: Tuesday, 20th September, 2016.
5. 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 M/s Karvy on the email ldmadhusudhan.ms@karvy.com or contact Mr. M.S. Madhusudhan at 040-67162222.
6. The voting at the AGM venue shall be by way of Physical Polling.
7. Remote e-voting by electronic mode shall not be allowed beyond 5:00 p.m. IST on 26th September, 2016.
8. The shareholders who have cast their vote through the remote e-voting facility may participate in the AGM but shall not be allowed to vote again at the AGM. The Shareholders whose name is recorded in the Register of members or in the list of beneficial holders provided by depositories as on the cut-off date i.e. 20th September, 2016 are only entitled to avail the facility of remote e-voting or voting in the AGM.
9. The Notice of the Meeting, along with the procedure for remote e-voting, is also available on the website of the Company at www.dalmiabharat.com and on the website of M/s Karvy Computershare Private Limited ("M/s Karvy") at <https://evoting.karvy.com>.
10. The Company has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser for the remote e-voting facility as well as the conduct of physical poll at the time of the meeting.

Notice is also hereby given under section 91 of the Companies Act, 2013 that the **Register of Members & Share Transfer Books will remain closed from 21st September, 2016 to 27th September, 2016 (both days inclusive)** for the purpose of the said AGM.

B. Postal Ballot

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rules made thereunder that the Company had on 2nd September, 2016, completed the dispatch of notice seeking approval of its members on resolutions, as set out in the Notice dated May 18 2016, through Postal Ballot, including voting by electronic mode.

The Notice along with Postal Ballot forms have been sent to all the members whose names appear on the Register of Members/List of Beneficial Owners as on 19th August, 2016, through Registered Post/e-mail (where such addresses are on the records of the Depository Participant/Registrar and Share Transfer Agents of the Company as they are eligible for voting). Shareholders, who have not received the Postal Ballot Form, may apply to the Company or M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032 to obtain a duplicate form or download the same from <https://evoting.karvy.com>.

The Board of Directors of the Company has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot process. The Company is pleased to offer e-voting facility to all shareholders of the Company to enable them to cast their votes electronically and has engaged M/s Karvy in this regard.

Voting period commences on 4th September, 2016 (9.30 am) and ends on 3rd October, 2016 (5.00 pm). Voting, whether by post or by electronic means, shall not be allowed beyond the end date and assent/dissent of a shareholder by physical Postal Ballot (including by duplicate Postal Ballot form) received after this date would be strictly treated as not received. The result of postal ballot shall be declared on Friday, 7th October, 2016 at 4.30 p.m. at the registered office of the Company and shall be hosted at company's website www.dalmiabharat.com.

- C.** For any further queries/grievances connected with e-voting, you may refer Frequently Asked Question (FAQs) and e-voting User Manual for shareholders at <http://evoting.karvy.com> or contact M/s Karvy Computershare Private Limited. at Tel No. 18003454001 (toll free) or Ms. Nidhi Bisaria, Company Secretary, 11th & 12th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi-110001, Tel: 011-23465168 Email: bisaria.nidhi@dalmiabharat.com.

Place: New Delhi
Date: 3rd September, 2016

By order of the Board
For **Dalmia Bharat Limited**
Nidhi Bisaria
Company Secretary