

# 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

## NOTICE

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at the Community Centre Premises, Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Tuesday, the 27<sup>th</sup> September, 2016 at 10.00 a.m. to transact the following business:

1. To consider and adopt the (a) audited Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2016, and the Reports of the Directors' and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.
2. To confirm interim dividend declared and in this regard, pass the following resolution as an **Ordinary Resolution**:  
“ **RESOLVED THAT** interim dividend at the rate of ₹ 2/- per equity share of ₹ 2/- each declared by the Board of Directors of the Company on 15<sup>th</sup> March, 2016, be and is hereby confirmed as final dividend for the financial year ended 31<sup>st</sup> March, 2016.”
3. To appoint a Director in place of Mr. Gautam Dalmia, who retires by rotation and is eligible for re-appointment.
4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
“ **RESOLVED THAT** pursuant to provisions of Sections 139 of Companies Act, 2013 read with the applicable Rules and the resolution passed by the members in the Annual General Meeting held on 30-9-2015 appointing M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as the Statutory Auditors of the Company for a term of five years, the Company hereby ratifies the said appointment till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Audit Committee, so however that the total fee payable to them, for the purposes of audit, does not exceed the aggregate amount of ₹10 lakhs besides service tax and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of audit.”

## SPECIAL BUSINESS

5. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:  
“ **RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the payment of commission of upto 3% of the net profits of the Company to Mr. Jai H. Dalmia, Managing Director, for the financial year 2015-16 as against the commission of 1.5% set out in the agreement entered into between the Company and Mr. Jai H. Dalmia, which was approved by the shareholders in their meeting held on 30-8-2014.”
6. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:  
“ **RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves the payment of commission of upto 3% of the net profits of the Company to Mr. Y. H. Dalmia, Managing Director, for the financial year 2015-16 as against the commission of 1.5% set out in the agreement entered into between the Company and Mr. Y. H. Dalmia, which was approved by the shareholders in their meeting held on 30-8-2014.”
7. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:  
“ **RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to the provisions of section 188, sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Central Government, the Company, hereby ratifies and approves the appointment of Mr. Jai H. Dalmia as Managing Director of the Company, for a period of 3 years with effect from 1-4-2016, on the salary, perquisites etc. set out in the agreement entered into between the Company and Mr. Jai H. Dalmia.”  
“ **RESOLVED FURTHER THAT** the aforesaid remuneration be considered as the minimum remuneration payable to Mr. Jai H. Dalmia, in the event of no profits in a financial year or inadequacy of profits in a financial year for a period of 3 years from the date of appointment, provided however that the minimum remuneration for the financial year commencing on 1-4-2017 onwards be the aforesaid figure as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.”

“ **RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Mr. Jai H. Dalmia.”

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

“ **RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to the provisions of section 188, sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Central Government, the Company, hereby ratifies and approves the appointment of Mr. Y. H. Dalmia as Managing Director of the Company, for a period of 3 years with effect from 11-2-2016, on the salary, perquisites etc. set out in the agreement entered into between the Company and Mr. Y. H. Dalmia.”

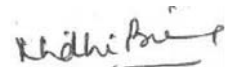
“ **RESOLVED FURTHER THAT** the aforesaid remuneration be considered as the minimum remuneration payable to Mr. Y. H. Dalmia, in the event of no profits in a financial year or inadequacy of profits in a financial year for a period of 3 years from the date of appointment, provided however that the minimum remuneration for the financial year commencing on 1-4-2017 onwards be the aforesaid figure as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.”

“ **RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Mr. Y. H. Dalmia.”

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

“ **RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** the consent of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company for borrowing, from time to time, as they may think fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers for the purposes of meeting the working capital requirements of the Company in the ordinary course of its business) may exceed the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of the monies borrowed and to be borrowed and outstanding at any time shall not exceed ₹ 1,000 crore.”

By Order of the Board



(Nidhi Bisaria)

Company Secretary

Place: New Delhi.

Dated: 17-8-2016

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote, on a poll, in his/her stead. Proxy form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
3. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
4. In view of the “Green Initiative in Corporate Governance” introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21.4.2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc. through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their e-mail IDs with their respective DPs.

5. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote e-voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Annual General Meeting of the Company.
7. Dalmiapuram can be reached by taking a Bus (Route No. 91) from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Central Bus Stand, Tiruchirapalli.

### **EXPLANATORY STATEMENT**

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

**Item No. 3:**

Mr. Gautam Dalmia is a Non-executive Director of the Company. He was re-appointed as a Director of the Company by the shareholders in the Annual General Meeting held on 30<sup>th</sup> August, 2014.

Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He is a member of the Stakeholders Relationship Committee, Corporate Social Responsible Committee, Finance Committee, Risk Management Committee and Investment Committee of the Board of Directors of the Company. He has over 21 years of experience in the cement and sugar industries. He was personally responsible for implementing a new strategy to turnaround the sugar business.

His other directorships and Committee Memberships in the Public Limited Companies are as under:

S. No.	Directorship in Other Companies	Membership in Committees
1	Sita Investment Company Limited	-
2	Dalmia Bharat Sugar and Industries Limited	Member of Stakeholders Relationship Committee, C S R Committee & Finance Committee
3	Dalmia Cement (Bharat) Limited	Member of C S R Committee & Risk Management Committee
4	OCL INDIA Limited	Member of Nomination & Remuneration Committee

Pursuant to the provisions of section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Gautam Dalmia being the Director longest in office, is liable to retire by rotation at the ensuing Annual General Meeting of the Company.

The Company has received requisite intimation from him in terms of section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as a Director of the Company in Form DIR - 8.

The aforesaid declaration is available for inspection of members.

This statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Gautam Dalmia, being the appointee, and Mr. Jai Hari Dalmia being his father, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

**Item No. 4:**

In terms of the first proviso to Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit & Auditors) Rules, 2014 M/s. S.S. Kothari Mehta & Co., Chartered Accountants had been appointed as Statutory Auditors of the Company at the Annual General Meeting held on 30<sup>th</sup> September 2015 for a period of five years. As per first proviso to section 139(1) of Companies Act, 2013 the said appointment requires to be ratified by the shareholders at every Annual General Meeting. The members are therefore requested to ratify the said appointment till the conclusion of the next Annual General Meeting and fix the remuneration as stated in terms of the resolution aforesaid.

The Directors recommend the resolution being passed.

None of the Directors or Key Managerial Personnel is interested or concerned in the resolution set out at item No. 4.

**Item No. 5 & 6:**

Keeping in view the profits for the year and previous years, the Board of Directors of the Company decided that it would be just and proper to remunerate the Managing Directors adequately by increasing their entitlement to commission (including the fixed remuneration approved by the Central Government) on profits to 3% each of the net profits for the year ended 31<sup>st</sup> March, 2016, subject to the approval of the shareholders as the said payment was in excess of the limits approved by the shareholders in the Annual General Meeting held on 30<sup>th</sup> August 2014. Hence the approval of the shareholders is sought by way of a special resolution.

Accordingly, the Board recommends the resolution at item nos. 5 and 6 for the approval by the shareholders of the Company.

Mr. Jai H. Dalmia (holding 16,35,010 Equity Shares), Mr. Y. H. Dalmia (holding NIL Equity Shares), being the Managing Directors have direct financial interest in the Resolution as it relates to the remuneration payable to them. Similarly, Mr. Gautam Dalmia (holding 10,73,308 Equity Shares) (son of Mr. Jai H. Dalmia) and Mr. Puneet Yadu Dalmia (holding NIL Equity Shares) (son of Mr. Yadu Hari Dalmia) have an interest in the resolution as it relates to the remuneration of their respective father's. None of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolutions.

**Item No. 7 & 8:**

As the members are aware, the Board of Directors of the Company in its meeting held on 11-2-2011 had appointed Mr. Jai H. Dalmia and Mr. Y.H. Dalmia as Managing Directors of the Company. The appointments were for a period of 5 years from 11-2-2011 in the case of Mr. Y.H. Dalmia and 1-4-2011 in the case of Mr. Jai H. Dalmia. The appointments were approved by the members in the Annual General Meeting of the Company held on 26<sup>th</sup> August, 2011. The appointment of Mr. Yadu Hari Dalmia expired on 10-2-2016 and Mr Jai Hari Dalmia on 31-3-2016. The Board of Directors of the Company in its meeting held on 3-2-2016 had on the recommendations of the Nomination & Remuneration Committee and Audit Committee and subject to the approval of the shareholders, re-appointed Mr. Jai H. Dalmia, aged 71 years, and Mr. Y.H. Dalmia, aged 69 years, as Managing Directors of the Company for a further period of 3 years from 1-4-2016 and 11-2-2016 respectively. The Board is of the opinion that under their dynamic and continuous leadership, the Company would grow further and achieve better results in the years to come.

The Company has received notices from them, alongwith the requisite deposit of ₹ 1,00,000/- each, proposing their respective names as a candidate for the office of Director of the Company. Mr. Jai H. Dalmia and Mr. Y.H. Dalmia have given their disclosure in Form DIR -8 to the effect that they are not disqualified from being appointed as Managing Directors of the Company in terms of section 164(2) of the Companies Act, 2013.

The Board of Directors of the Company have approved each of the aforesaid re-appointments on the following terms and conditions, which are common to both the appointees:-

**A. Period of Appointment:**

The appointment is valid for a period of 3 years from the date of appointment.

**B. Salary:**

Basic: ₹ 13,25,000/- p.m.

Special Pay (D.A.): ₹ 50,000/- p.m.

**C. Annual Increments:**

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

**D. Perquisites:**

In addition to the salary and bonus, perquisites specified hereunder shall be allowed:

(i) Medical reimbursement:

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

(ii) Water and Electricity:

Water and Electricity charges in respect of the residential premises occupied by the appointee shall be borne by the Company at actuals.

(iii) Leave Travel Concession:

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

(iv) 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 appointee is a member shall be reimbursed at actuals or paid directly by the Company.

- (v) Personal Accident/Hospitalisation Insurance:

Premium at actuals as per Rules of the Company.

- (vi) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of Rs. 1,00,000 per annum) and Gratuity 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.

- (vii) Leave/Encashment of Leave:

Leave 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.

- (viii) 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.

#### **E. Commission:**

As may be decided by the Nomination & Remuneration Committee/Board of Directors, from time to time, so however that the total amount of commission, including the salary, to each of the aforementioned persons does not exceed 3% of the net profits of the Company as calculated under the provisions of the Companies Act, 2013, as amended from time to time.

#### **F. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year, during the currency of tenure of the agreement, the appointee shall, subject to the approval of the Central Government, be paid salary and perquisites as specified above as enhanced by the annual increments, if any.

#### **G. Other Terms and Conditions:**

- (a) Mr. Jai Hari Dalmia shall be permitted to hold office as the Vice Chairman and Managing Director of Dalmia Bharat Sugar and Industries Limited in addition to the office in this Company and the aggregate remuneration of the appointee from both the companies shall not exceed the higher maximum limit of remuneration admissible from any one of the companies of which he is a Managerial person. The remuneration to be drawn by the appointee shall be decided by the Companies, inter se.
- (b) The appointee shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of since the date of his appointment as above will be permitted to be encashed as per the Rules of the Company.
- (c) The appointee shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- (d) The headquarters of the appointee shall be at New Delhi or at such other place as may be required, from time to time, and the appointee shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (e) The appointee shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.
- (f) The agreements may notwithstanding the period of three years mentioned in clause I hereof, be terminated by either party by giving to the other three month's notice in writing.
- (g) The payment of above remuneration as minimum remuneration, in the event of loss or inadequacy of profits in any financial year, shall be subject to the approval of Central Government

Pursuant to Sections 196, section 197 read with Schedule V of the Companies Act, 2013, the approval of the Members by way of Special Resolution is required, accordingly the Board recommends the Special Resolutions at Item No. 7 and 8 of the accompanying Notice, for the approval of the Members of the Company.



Copies of the agreements dated 18-2-2016 entered into between the Company and Mr. Y.H. Dalmia and Mr. Jai H. Dalmia respectively, are available for inspection of members at the Registered Office of the Company, on all working days upto the date of the Meeting.

Mr. Jai H. Dalmia (holding 16,35,010 Equity Shares), Mr. Y. H. Dalmia (holding NIL Equity Shares), being the Managing Directors have direct financial interest in the Resolution as it relates to the remuneration payable to them. Apart from Mr. Gautam Dalmia (holding 10,73,308 Equity Shares) (son of Mr. Jai H. Dalmia) and Mr. Puneet Yadu Dalmia (holding NIL Equity Shares) (son of Mr. Yadu Hari Dalmia) none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolutions.

The undermentioned details are being given in compliance with the requirements of Schedule V of the Companies Act, 2013:

**I. General Information:**

**1. Nature of Industry**

Service Provider

The Company renders management services to various companies and derives management service fee from them.

**2. Date of commencement of commercial production:**

The Company has started its business activities, effective 1-4-2010.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable.

**4. Financial performance based on given indicators:**

(₹ Crore)

	2013-14	2014-15	2015-16
Revenue from Operations	229.73	175.30	204.31
Profit/Loss before tax	63.34	36.81	86.20
Profit/Loss after tax	49.74	25.10	65.55

**5. Foreign investments or collaborations, if any:**

Non resident shareholders including the Foreign Institutional Investors presently hold 9.56% stake in the Company. No foreign collaboration is involved.

**II. Information about the appointees:**

**1. Background details:**

Mr. Jai H. Dalmia holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He was co-opted as a Director of the Company on 11-2-2011 and was elevated as Managing Director of the Company w.e.f 1-4-2011. He has more than 42 years of experience cutting across various industries which includes wide knowledge and experience of refractory, sugar and cement businesses. Mr. Jai H. Dalmia is deeply involved in research and development having personally received several patents.

Mr. Y.H. Dalmia holds a B.Com (Hon.) degree from Delhi University and is a Fellow Member of the Institute of Chartered Accountants of India. He was co-opted as a Director and Managing Director of the Company on 11-2-2011. He has more than 41 years of experience in the cement industry. Mr. Y.H. Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.

**2. Past remuneration:**

Name of Company - Dalmia Bharat Limited for the period from 1-4-2015 to 31-3-2016:-

- Mr. Jai H. Dalmia- against his remuneration, the incumbent has made a drawal of ₹1.25 crore per annum.
- Mr. Y.H. Dalmia - against his remuneration, the incumbent has made a drawal of ₹ 1.86 crore per annum.

Name of other Company in which the appointee is a Managerial person - Dalmia Bharat Sugar and Industries Limited for the period from 1-4-2015 to 31-3-2016:-

- Mr. Jai H. Dalmia- drew a remuneration of ₹ 0.48 crore per annum.
- Mr. Y.H. Dalmia is not a Managerial person in any other Company.

**3. Recognition or award:**

None.

**4. Job profile & suitability:**

Mr. J.H. Dalmia and Mr. Y.H. Dalmia, Managing Directors are entrusted with substantial powers of management of the Company and, in particular, shall be responsible for managing the entire area of operations of the business of the

Company. They have several years of experience in various Industries and have the expertise in accelerating growth and building organizational capability to ensure delivery of business goals. The Board of Directors of the Company are of view that they should be appointed in the Company to take the benefit of their experience and expertise in managing the day-to-day affairs of the cement, sugar and other industries.

5. Remuneration proposed:

The proposed remuneration has been detailed above 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, size of the Company, profile of the position and person.

Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2014-15 are given below:

Name of the Company	Turnover ₹ crores	Total remuneration including retirement benefits & Commission (₹ crores)
Rane Holdings Limited	59.94	2.88
Bajaj Holdings & Investment Limited	1006.46	6.30

The appointees are residents of India.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any.

None

**III. Other information:**

1. Reasons of loss or inadequate profits.

The sources of income comprise the fees from management service, which is dependent on client needs while the expenditure on retaining staff and infrastructure for providing such services continues to grow.

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

Avenues for increasing revenues by servicing other manufacturing sectors and cost cutting measures are proposed to be taken for improvement of prospects.

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

There is expected to be a 1-2% increase in profits with the measures proposed to be taken.

**Item No. 9**

Section 180(1)(c) of the Companies Act, 2013, lays down, inter alia, that the Board of Directors of a Public Limited Company, shall not, except with the consent of the Company in General Meeting, borrow monies where the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. to say reserves not set apart for any specific purpose. Considering the requirement of funds the Board of Directors recommend to seek consent of the Shareholders of the Company to borrow money upto ₹ 1000 crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital and free reserves of the Company.

Accordingly, the Board recommends the resolution at item no. 9 for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel is interested or concerned in the resolution set out at item No. 9.

# 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

## FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We.....of..... being member(s) of Dalmia Bharat Limited, holding .....shares of the abovementioned Company, hereby appoint

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, the 27<sup>th</sup> day of September, 2016 at 10.00 a.m. at Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 6	
No. 2		No. 7	
No. 3		No. 8	
No. 4		No. 9	
No. 5			

Signed this..... day of ....., 2016

Affix One Rupee  
Revenue Stamp

Signature of Shareholder: .....

Signature of Proxy holder: .....

\* Please state in this column whether 'in favour' or 'against'.

**Note:** This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**BOOK POST**

To,

**Dalmia Bharat Limited**

Dalmiapuram-621 651

Dist. Tiruchirapalli

Tamil Nadu