

## Quarterly Corporate Governance Report

**1. Name of Listed Entity : Dalmia Bharat Limited (formerly known as Odisha Cement Limited)**

**2. Quarter ending: March 31, 2021**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure (In Month s)*	Date of Birth	No. of Directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pradip Kumar Khaitan	00004821	Independent-Non-Executive-Chairman	15-10-2018	-	-	30	25-03-1941	7	5	6	2
Mr.	Jai Hari Dalmia	00009717	Non-Executive – Non Independent Director	15-10-2018	-	-	-	18-09-1944	3	-	1	-
Mr.	Yadu Hari Dalmia	00009800	Non-Executive – Non Independent Director	15-10-2018	-	-	-	02-06-1947	1	-	1	-
Mr.	Gautam Dalmia	00009758	Executive- Managing Director	30-10-2018**	-	-	-	14-01-1968	3	-	4	-
Mr.	Puneet Yadu Dalmia	00022633	Executive- Managing Director & CEO	30-10-2018**	-	-	-	15-10-1972	2	1	-	-
Mr.	Virendra Singh Jain	00253196	Independent-Non-Executive	15-10-2018	-	-	30	24-07-1946	2	2	2	2
Mrs.	Sudha Pillai	02263950	Independent Non-Executive	15-10-2018	-	-	30	01-05-1950	5	5	10	3
Dr.	Niddodi Subrao Rajan	07339365	Non-Executive – Non Independent Director	30-08-2019	-	-	-	11-11-1961	1	-	-	-

\*\*Mr. Gautam Dalmia was appointed as a Director of the Company w.e.f. 15-10-2018 and further appointed as a Managing Director of the Company w.e.f. 30-10-2018.

\*\*Mr. Puneet Yadu Dalmia was appointed as a Director of the Company w.e.f. 15-10-2018 and further appointed as a Managing Director and CEO of the Company w.e.f. 30-10-2018.

**Whether Regular chairperson appointed – Yes**

**Whether Chairperson is related to Managing Director or CEO – No**


\* Tenure of Independent Director has been counted from his/her initial date of appointment till March 31, 2021.

<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	<i>Whether Regular chairperson appointed</i>	<i>Name of Committee members</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>	<i>Category(Chairperson/Executive/Non-Executive/in dependent/Nominee) &amp;</i>
1. Audit Committee	Yes	Mr. Virendra Singh Jain Mr. Pradip Kumar Khaitan Mrs. Sudha Pillai	15-10-2018 15-10-2018 07-02-2019	- - -	Chairperson - Non-Executive-Independent Non-Executive- Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Yes	Mrs. Sudha Pillai Mr. Pradip Kumar Khaitan Dr. Niddodi Subrao Rajan	15-10-2018 15-10-2018 19-10-2019	- - -	Chairperson-Non-Executive-Independent Non-Executive- Independent Non-Executive
3. Stakeholders Relationship Committee	Yes	Mr. Virendra Singh Jain Mr. Yadu Hari Dalmia Mr. Gautam Dalmia	15-10-2018 15-10-2018 15-10-2018	- - -	Chairperson-Non-Executive-Independent Non-Executive Executive
4. Corporate Social Responsibility Committee	Yes	Mrs. Sudha Pillai Mr. Virendra Singh Jain Mr. Yadu Hari Dalmia Mr. Gautam Dalmia	15-10-2018 15-10-2018 15-10-2018 15-10-2018	- - - -	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive Executive
5. Risk Management Committee	Yes	Mr. Virendra Singh Jain Mrs. Sudha Pillai Mr. Gautam Dalmia Dr. Niddodi Subrao Rajan	15-10-2018 19-10-2019 15-10-2018 19-10-2019	- - - -	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive Non-Executive
6. Group Governance Committee	Yes	Dr. Niddodi Subrao Rajan Mr. Virendra Singh Jain Mr. Pradip Kumar Khaitan	19-10-2019 30-10-2018 30-10-2018	- - -	Chairperson - Non-Executive Non-Executive- Independent Non-Executive-Independent
7. Buy Back Committee	No	Mr. Gautam Dalmia Mr. Puneet Yadu Dalmia Mr. Jayesh Doshi	21-03-2020 21-03-2020 21-03-2020	- - 31-10-2020	Executive Executive Executive

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
November 05, 2020	February 04, 2021	Yes	8	3	90
-	March 23, 2021	Yes	4	3	46

<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
<b>Audit Committee</b>					
February 04, 2021	Yes	3	3	November 05, 2020	90
March 23, 2021	Yes	3	3	-	46
<b>Nomination &amp; Remuneration Committee</b>					
January 14, 2021	Yes	3	2	October 14, 2020	91
February 01, 2021	Yes	3	2	-	17
March 23, 2021	Yes	3	2	-	49
<b>Stakeholders Relationship Committee</b>					
February 01, 2021	Yes	3	1	-	-

Yes

<b>V. Related Party Transactions</b>		Yes
<i>Subject</i>	<i>Compliance Status (Yes/No/NA) refer note below</i>	
Whether prior approval of audit committee obtained	<b>Yes</b>	
Whether shareholder approval obtained for material RPT	<b>NA</b>	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>	
<b>VI. Affirmations</b>		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: <b>Yes</b></p> <p>a. Audit Committee :<b>Yes</b></p> <p>b. Nomination &amp; remuneration committee :<b>Yes</b></p> <p>c. Stakeholders relationship committee : <b>Yes</b></p> <p>d. Risk management committee (applicable to the top 100 listed entities) : <b>Yes</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>5. the report submitted in the previous quarter have been placed before Board of Directors. <b>Yes</b></p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here: <b>NA</b></p>		
<p>For <b>Dalmia Bharat Limited</b> (formerly known as Odisha Cement Limited)</p>  <p><b>Dr. Sanjeev Gemawat</b> Company Secretary Date: April 15, 2021</p>		

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="#">Dalmia Cement: Investor</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
c) Composition of various committees of board of directors	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
g) Policy on dealing with related party transactions	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="#">Dalmia Cement: Contact Us</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="#">Dalmia Cement: Contact Us</a>
l) Financial results	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>
m) Shareholding pattern	Yes	<a href="#">Dalmia Bharat Limited (dalmiacement.com)</a>

n) Details of agreements entered into with the media companies and/or their associates	N.A.	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
p) New name and the old name of the listed entity	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	-
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="#">Dalmia Cement: Investor</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="http://dalmiacement.com">Dalmia Bharat Limited (dalmiacement.com)</a>
<b>It is certified that these contents on the website of the listed entity are correct</b>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes

<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	<i>20 (3A)</i>	Yes
<i>Composition and role of Risk Management Committee</i>	<i>21(1),(2),(3),(4)</i>	Yes
<i>Meeting of Risk Management Committee</i>	<i>21(3A)</i>	Yes
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) &amp; (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes
<i>Approval for material related party transactions</i>	<i>23(4)</i>	N.A
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) &amp; (6)</i>	Yes
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Yes
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Declaration from Independent Director</i>	<i>25(8) &amp; (9)</i>	Yes
<i>Directors and Officers insurance</i>	<i>25(10)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes

<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **Yes**

**For Dalmia Bharat Limited**

(formerly known as Odisha Cement Limited)



**Dr. Sanjeev Gemawat**  
**Executive Director (Legal) &**  
**Group Company Secretary**  
**Membership No. F3669**