

## Quarterly Corporate Governance Report

### 1. Name of Listed Entity : Dalmia Bharat Limited

### 2. Quarter ending: March 31, 2022

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 Months) *	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	15-10-2018	-	42	25-03-1941	7	5	6	2
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	-	-	-	16-01-1968	3	-	4	-
Mr.	Puneet Yadu Dalmia***	00022633	Executive- Managing Director & CEO	30-10-2018	-	-	-	15-10-1972	4	2	-	-
Mr.	Virendra Singh Jain	00253196	Independent-Non-Executive Director	15-10-2018	15-10-2018	-	42	24-07-1946	2	2	2	2
Mrs.	Sudha Pillai	02263950	Independent - Non-Executive Director	15-10-2018	15-10-2018	-	42	01-05-1950	5	5	9	4
Dr.	Niddodi Subrao Rajan	07339365	Non-Executive – Non Independent Director	30-08-2019	-	-	-	11-11-1961	1	-	-	-

\* Tenure of Independent Director has been counted from his/her initial date of appointment till March 31, 2022.

\*\*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**

### II. Composition of Committees

Name of Committee	Whether Regular chairperson	Name of Committee members	Date of	Date of	Category(Chairperson/Executive/Non-Executive/in
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	<i>appointed</i>		Appointment	Cessation	dependent/Nominee) &
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

### III. Meeting of Board of Directors

<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>
October 27, 2021	January 27, 2022	Yes	7	3	91

### IV. Meeting of Committees

<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>					
January 27, 2022	Yes	3	3	October 27, 2021	91
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	-	-
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	-	-
<b>Risk Management Committee</b>					
January 24, 2022	Yes	4	2	-	-
<b>Nomination &amp; Remuneration Committee</b>					
January 25, 2022	Yes	3	2	-	-
March 02, 2022	Yes	3	2	-	35

### V. Related Party Transactions

<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Yes

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee :
  - b. Nomination & remuneration committee :
  - c. Stakeholders relationship committee :
  - d. Risk management committee :
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.
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.
5. the report submitted in the previous quarter have been placed before Board of Directors.

For **Dalmia Bharat Limited**



**Dr. Sanjeev Gemawat**  
**Group General Counsel &**  
**Company Secretary**  
**Date: April 20, 2022**



**ANNEXURE - II**

<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 Bharat Limited (dalmiacement.com)</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 Bharat Limited (dalmiacement.com)</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**



**Dr. Sanjeev Gemawat**  
**Group General Counsel &**  
**Company Secretary**  
**Membership No. F3669**



## ANNEXURE - IV

Half year ending - March 31, 2022**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during sixmonths	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL

KMPs or any other entity controlled by them	NIL	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs entity controlled by them	NIL	NIL	NIL

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



**Dharmender Tuteja**  
**Chief Financial Officer**

**Date : April 13, 2022**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..