

Quarterly Corporate Governance Report

1. Name of Listed Entity : Dalmia Bharat Limited

2. Quarter ending: December 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	-	50.17	25-03-1941	6	4	5	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	-	3	-
Mr.	Puneet Yadu Dalmia***	00022633	Executive-Managing Director & CEO	30-10-2018	-	-	-	15-10-1972	3	2	1	-
Mr.	Virendra Singh Jain	00253196	Independent-Non-Executive Director	15-10-2018	15-10-2018	-	50.17	24-07-1946	2	2	2	2
Mrs.	Sudha Pillai	02263950	Independent - Non-Executive Director	15-10-2018	15-10-2018	-	50.17	01-05-1950	5	5	8	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 December 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.

Note: None of the Directors were disqualified under section 164 of the Companies Act, 2013.

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

II. Composition of Committees					
<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/independent/Nominee) &</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
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>
August 04, 2022	November 02, 2022	Yes	7	3	89
-	December 12, 2022	Yes	6	3	39
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>
Audit Committee					
November 02, 2022	Yes	3	3	August 04, 2022	89
Stakeholders Relationship Committee					
-	-	-	-	-	-
Corporate Social Responsibility Committee					
-	-	-	-	August 04, 2022	-
Risk Management Committee					
November 02, 2022	Yes	3	2	August 04, 2022	89
Nomination & Remuneration Committee					
November 02, 2022	Yes	3	2	August 04, 2022	89
V. Related Party Transactions					
Subject					Compliance Status (Yes/No/NA)
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
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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


Rajeev Kumar
Company Secretary
Date: January 16, 2023

