

DALMIA BHARAT LIMITED

Registered Office: Dalmiapuram Lagudi Dist. Tiruchirappalli, Tamil Nadu 621651

Phone No. 04329-235132 Fax No. 04329-235111

CIN: L14200TN2013PLC112346 Website: www.dalmiabharat.com; Email: corp.sec@dalmiabharat.com

Notice of Annual General Meeting

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting of the Members of Dalmia Bharat Limited (“Company”) will be held on Friday, June 28, 2024 at 11:30 a.m.(IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the items of the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Directors’ and Auditors’ thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors’ thereon.
2. To confirm the payment of interim dividend of ₹ 4.00 per equity share, already paid and to declare final dividend of ₹ 5.00 (250%) per equity share for the financial year ended March 31, 2024.
3. To consider and appoint a Director in place of Dr. Niddodi Subrao Rajan (DIN: 07339365), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and, if though fit, to pass, with or without modification(s), the following resolution for appointment of Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director of the Company w.e.f April 1, 2024, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to the recommendation by Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Haigreve Khaitan (DIN: 00005290), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the

Company to hold office for a term of 5 (Five) consecutive years commencing from April 1, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

5. To consider and, if though fit, to pass, with or without modification(s), the following resolution for approval of Material Related Party Transaction(s) between the subsidiaries of the Company, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and Regulation 2(1)(zc) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations” or “the Regulations”), Section 2(76), 177, 179, 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and/or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) in terms of the explanatory statement annexed herewith, between Dalmia Cement (Bharat) Limited (“DCBL”), a wholly owned subsidiary on of the Company on one hand and Dalmia Cement (North-East) Limited (“DCNEL”), a subsidiary of DCBL, on other hand, on such material terms & conditions as may be mutually agreed between DCBL and DCNEL, for an aggregate value not exceeding ₹ 1700 crore, during financial year 2024-25, provided that such transaction(s)/contract(s)/arrangement(s)/agreement(s) is/are carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board or any duly constituted Committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such



issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To consider and, if though fit, to pass, with or without modification(s), the following resolution for adoption of amended and restated Article of Association of the Company, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

**By Order of the Board of Directors
For Dalmia Bharat Limited**

Rajeev Kumar
Company Secretary
Membership No.: F5297

Registered Office:

Place: New Delhi
Date: May 28, 2024

Dalmiapuram Lalgudi Dist. Tiruchirappalli,
Tamil Nadu 621651

KEY INFORMATION

Sr. No.	Particulars	Details
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	https://emeetings.kfintech.com
2	Link for e-voting [remote/at the AGM]	https://evoting.kfintech.com
3	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
4	Username and password for VC and e-voting	Please use the remote e-voting credentials
5	Helpline number for VC and e-voting	KFin Technologies Limited - 1800 309 4001/ evoting@kfintech.com
6	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Dalmia Bharat Limited Mr. Bhaskar Roy E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222/1800 309 4001 Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500032 https://investor.kfintech.com/
7	Cut-off/record date for e-voting/payment of dividend	Wednesday, June 19, 2024
8	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	legal2015js@gmail.com and evoting@kfintech.com on or before Friday, June 21, 2024.
9	Remote e-voting period	Commences at 9:00 AM on Monday, June 24, 2024 and ends at 05:00 PM on Thursday, June 27, 2024
10	Period for speaker registration and expressing views and sending queries, if any	Commences at 9:00 AM on Monday, June 24, 2024 and ends at 05:00 PM on Wednesday, June 26, 2024

NOTES:

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 6 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 6 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of person seeking appointment/re-appointment as Director is also annexed.
- Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023, (“MCA Circulars”) has allowed Companies to convene their Annual General Meeting and Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD 2/P/CIR/2023/4 dated January 5, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 respectively, (“SEBI Circulars”) and Secretarial Standard on General Meeting (“SS-2”), permitted convening the Annual General Meeting (“AGM”/Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue till September 30, 2024.
- In accordance with the MCA Circulars, SEBI Circulars, provisions of the Act, SS-2 and Listing Regulations, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of 11th AGM along with Annual Report 2023-24 is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report 2023-24 only to those Members who specifically request for the same at corp.sec@dalmiabharat.com
- In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the AGM of the Company is being conducted through VC, herein after called as “e-AGM”.
- The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents (“RTA”), to provide VC facility for the e-AGM and the attendant enablers for conducting the e-AGM.
- Pursuant to the MCA Circulars:
 - Members can attend the e-AGM through log in credentials provided to them to connect to VC.



- Physical attendance of the Members at the e-AGM is not required.
- b. Appointment of proxy (ies) to attend and cast vote on behalf of the Member(s) is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the e-AGM by following the procedure mentioned in the Notice.
 8. Up to 1000 Members will be able to join on a First In First Out (“FIFO”) basis the e-AGM of the Company.
 9. There is no restriction on account of FIFO entry into e-AGM for the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors etc.
 10. The attendance of the Members attending the e-AGM through log in will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 11. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely “KFin Technologies Limited”.
 12. Voting at the e-AGM: Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
 13. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at www.dalmiabharat.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency at <https://evoting.kfintech.com>.
 14. All documents referred to in the Notice and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Register of Contracts or Arrangements and all other documents required to be kept open in which the Directors are interested, maintained under the Act shall be available for inspection electronically during the e-AGM. Members seeking to inspect such documents can send an email to the Company Secretary at corp.sec@dalmiabharat.com.
 15. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, June 19, 2024. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
 16. The Board of Directors has appointed Mrs. Jyoti Sharma, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 17. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and send the same to the Chairperson or a person authorized by him in writing who shall countersign the same.
 18. The results shall be declared forthwith by the Chairperson or a person authorized in this regard. The Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).
 19. The Results declared alongwith the Scrutiniser’s Report shall be placed on the Company’s website www.dalmiabharat.com and on the website of KFin Technologies Limited i.e. www.kfintech.com within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company’s shares are listed as also displayed in the Notice Board at the Registered Office of the Company.

The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on Company’s website <https://www.dalmiacement.com/investor/dalmia-bharat-limited/> and on the website of RTA at <https://investor.kfintech.com/>.

Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).
 20. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Company Secretary or the Company’s RTA for encashing them before the due date. In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividends not encashed/claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF).

The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid/unclaimed for a period of seven consecutive years or more to the demat account of IEPF established by the Central Government. The Members, whose dividends/shares are transferred to the IEPF, can claim their shares/dividends from the IEPF Authority. In accordance with the said IEPF Rules, as amended, the Company had sent notices to all the Members whose shares were due to be transferred to IEPF requesting them to comply with the requirements to claim back the Dividends and avoid transfer of shares and had simultaneously published newspaper advertisement for the same.

The Company has transferred dividend amounting to ₹ 65,21,732/- for the Financial Year 2015-16 to IEPF. Further, the due date to claim dividend declared for FY 2016-17 is September 25, 2024 post which, the Company will transfer the same to IEPF in terms of the applicable provisions of the IEPF Rules. Further, the Company has also transferred 64,324

shares during the Financial Year 2023-24 to the IEPF. During the year FY 2023-24, the Company paid ₹ 2,22,62,120 to IEPF towards dividend in respect of shares that had already been transferred to IEPF consequent to dividends remaining unpaid/unclaimed for seven consecutive years.

21. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the same from IEPFA by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
22. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
23. The Board of Directors of the Company had declared an interim dividend of ₹ 4/- each per equity share of ₹ 2/- each on October 14, 2023. The same was paid on October 31, 2023. The final dividend of ₹ 5/- each for the year ended March 31, 2024, as recommended by the Board, if declared at the AGM, will be payable to those persons whose names appear in the Register of Members/beneficial position in the depository records for the company as at the close of business hours on Wednesday, June 19, 2024. Dividend will be paid within 30 days from the date of AGM.
24. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at the rates prescribed in the Income-Tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN/valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them does not exceed ₹ 5,000 and also in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the Income Tax Act to claim a lower/Nil withholding tax. Registered members may also submit any other document as prescribed under the Income Tax Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by Wednesday, June 19, 2024.

The shareholder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. In view of the same, shareholders holding shares in physical form are required to furnish valid PAN, KYC details and Nomination immediately to Company's RTA in the prescribed forms (available on the Website of the Company) to avail uninterrupted service request as well as dividend credit in bank account, as no dividend will be paid to physical shareholders by way of issuance of physical warrant with effect from April 01, 2024.

25. Instructions for Members for attending the e-AGM through VC/OAVM are as under:

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.
- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9:00 AM on Monday, June 24, 2024 and ends at 05:00 PM on Thursday, June 27, 2024. During this period, Members holding shares either in physical form or in



dematerialised form, as on Wednesday, June 19, 2024, i.e. cut-off date, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with Kfintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending

of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

- **Details on Step 1 are mentioned below:**

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user of who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

- **Details on Step 2 are mentioned below:**

- Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
 - Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - Enter the login credentials provided in the email and click on Login.
 - Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
 - The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
 - Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Limited."
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios may choose to vote differently for each folio/demat account.
 - You may then cast your vote by selecting an appropriate option and click on "Submit. A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
 - Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'DBL_EVENT No'.
 - In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-80-309-4001 (toll free).
 - Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:
 - <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Select the company name i.e. Dalmia Bharat Limited
 - Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - Enter DPID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.



- VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- VII. Enter the email address and mobile number.
- VIII. System will validate DP ID – Client ID/Physical Folio No. and PAN/Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- IX. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- X. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- XI. Alternatively, members may send an email request addressed to inward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- XII. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently so that all communications are received by them in electronic form.
- XIII. In case of queries, members are requested to write to inward.ris@kfintech.com or call at the toll free number 1800-309-4001.

- **Details on Step 3 are mentioned below:**

- I) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
 - a. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - b. Facility for joining AGM through VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
 - c. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - d. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - f. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened at 9:00 AM on Monday, June 24, 2024 and ends at 05:00 PM on Wednesday, June 26, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 9:00 AM on Monday, June 24, 2024 and ends at 05:00 PM on Wednesday, June 26, 2024.
 - In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact at evoting@kfintech.com or call Mr. N Shyam Kumar at Kfintech's toll free No. 1-800-3454-001 for any further clarifications.

- In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - I. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
 - II. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - III. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Based on the recommendation of Nomination & Remuneration Committee, on December 26, 2023, the Board appointed Mr. Haigreve Khaitan (DIN:00005290) as an Additional Director in the category of Independent Director of the Company for a term of 5 (Five) consecutive years commencing from April 1, 2024, not liable to retire by rotation, subject to approval of the shareholders.

The Company has received, inter-alia, the following consents, declarations and confirmations from Mr. Haigreve Khaitan with regard to the proposed appointment:

1. Consent to act as Director of the Company in terms of Section 152 of the Companies Act, 2013 (“the Act”) and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
2. Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
3. Declaration that he meets the criteria of independence as prescribed under the Act and the Listing Regulations;
4. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
5. Confirmation that he has registered himself with the Independent Directors’ databank and satisfied the requirement regarding the online proficiency self assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Mr. Haigreve Khaitan, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from April 1, 2024 in terms of the provisions of the Act.

Brief Profile of Mr. Haigreve Khaitan:

Mr. Haigreve Khaitan is the Managing Partner of Khaitan & Co. and heads its Corporate/M&A practices. He is an elected member of the National Executive Committee of the Firm, which is responsible for the Firm’s strategic growth and development. He is also one of the co-founders of the Firm’s Mumbai office. He advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring and other corporate and securities laws matters.

Mr. Haigreve has been involved in some of the most high-profile and complex M&A and private equity transactions in India and is sought after for his expertise by some of the most prominent Indian promoters, Indian and international companies, Indian regulatory agencies as well as some of the largest global funds investing in India. He advises a range of large Indian conglomerates and multinational clients in various business sectors, including financial services, manufacturing, retail, infrastructure, steel, software and information technology. A well-known name in India’s legal industry, Haigreve is counted among the top lawyers of the country.

Mr. Haigreve is on the board of directors of various companies including Jio Platforms Limited, Reliance Industries Ltd, Mahindra & Mahindra Limited, CEAT Limited, JSW Steel Limited, Tech Mahindra Limited, VS Trustee Pvt Ltd, New Democratic Electoral Trust and Borosil Renewables Ltd.

In line with the Company’s remuneration policy for Independent Directors, Mr. Haigreve Khaitan will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbursalment of expenses for participation in the Board/Committee meetings. He will also be entitled for commission as may be decided by the Board.

Copy of the letter of appointment of Mr. Haigreve Khaitan, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically. In the opinion of the Board, Mr. Haigreve Khaitan fulfils the conditions of Independence as specified in the Act and the Listing Regulations for his proposed appointment as an Independent Director.



The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Haigreve Khaitan as an Independent Director of the Company.

Mr. Haigreve Khaitan and his relatives may be deemed to be concerned or interested in the passing of the special Resolution as the same relates to his appointment.

Except Mr. Haigreve Khaitan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4.

The necessary information/disclosure in compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard (SS-2) is provided under Annexure attached to this Notice.

In line with the aforesaid provisions of the Act and in view of long, rich experience of Mr. Haigreve Khaitan, the Shareholders are requested to approve the appointment of Mr. Haigreve Khaitan as an Independent Director for a term of five (5) consecutive years with effect from April 1, 2024.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5:

Regulation 23 of the Listing Regulations, inter-alia, states that all Material Related Party Transactions (“RPTs”) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm’s length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. The definition of related party transaction as per the Regulations includes a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by Independent accounting firm for arm’s length consideration and compared with the benchmarks available for similar type of transactions and these analysis are presented to the Audit Committee of the Company.

Audit Committee of the Company reviews the details of all related party transactions entered into by the Company on a quarterly basis. The related party transactions between the Company and its subsidiaries and between the subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable).

Transactions between Subsidiaries of the Company includes financial transactions of making investments/granting loans/ giving guarantees.

Dalmia Cement (North-East) Limited (formerly, Calcom Cement India Limited) (**‘DCNEL’**) has approved capital expenditure to the tune of ₹3,858 crore for setting up of (a) new clinkerisation unit of 3.6 MTPA at its Umrangso unit (b) new cement grinding unit of 2.4 MTPA at its Lanka unit, and (c) capacity expansion at existing clinkerisation unit at Lanka. The DCNEL Board also approved the borrowing of ₹1,800 crore for the expansion projects from any of the Scheduled banks. In reference to the debt, DCNEL has requested Dalmia Cement (Bharat) Limited (**‘DCBL’**) to provide Corporate Guarantee for the loan, it has raised/proposed to be raised, for an amount not exceeding ₹1,700 crore. Considering the aforesaid and in terms of Regulation 2(1)(zc)(i) of the Listing Regulations, DCBL and DCNEL propose to enter into a related party transaction wherein, DCBL will provide corporate guarantee for an amount not exceeding ₹1,700 crore for the loan availed/to be availed by DCNEL from third parties to meet the funds required for capital expansion.

Considering the quantum of transactions and the extended framework for related party transactions under the Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021.

Details of Summary of information provided by the management to the Audit Committee:

Sr. No.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Parties: Dalmia Cement (Bharat) Limited (‘DCBL’) and Dalmia Cement (North-East) Limited (‘DCNEL’) Relationship: DCBL and DCNEL are subsidiaries of the Company, DCBL being wholly owned subsidiary of the Company and DCNEL is subsidiary of DCBL. DCBL holds 95.28% of voting rights in DCNEL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not applicable
3.	Type, material terms and particulars	DCBL to provide Corporate Guarantee to banks & financial institutions for the loan availed/to be availed by DCNEL.
4.	Value of the proposed transaction	The monetary value of guarantees to be provided by DCBL would be for an amount not exceeding ₹ 1700 crore
5.	Any advance paid or received for the contract or arrangement, if any	Not applicable

Sr. No.	Description	Details
6.	Tenure of the transactions	2024-25
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for guarantees to be provided by DCBL for FY 2024-25 represents: <ul style="list-style-type: none"> i. 11.57% of annual consolidated turnover of the Company for FY2023-24 ii. 13.04% of annual turnover of DCBL for FY2023-24 iii. 118.07% of annual turnover of DCNEL for FY2023-24.
8.	Justification as to why the RPT is in the interest of the listed entity	The corporate guarantee(s) to be provided by the DCBL will be in its interest since DCNEL, the subsidiary, would be able to borrow funds from banks and also secure extended credit period.
9.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
a.	details of the source of funds in connection with the proposed transaction	Own funds of DCBL
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Tenure- 2024-25
d.	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	For providing corporate guarantee
10.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable
11.	Transaction undertaken during previous financial year (2023-24)	None
12.	Any other information that may be relevant	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Related Party Transactions placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

None of the Directors, Key Managerial Personnel (except Mr. Paul Heinz Hugentobler, Independent Director of the Company as well as Independent Director of Dalmia Cement (Bharat) Limited) and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 5 as set out in this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6:

The alteration of the Articles of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under Section 14 of the Companies Act, 2013.

The existing Article of Association of the Company contains references of erstwhile Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013, it is necessary to align the provisions of the Article of Association of the Company to the prescribed provisions of the Companies Act, 2013 and the rules made thereunder.

The Board by way of Resolution passed in its meeting held on May 28, 2024 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company. It is proposed to adopt the articles contained in the amended and restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company. Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association. The Board recommends adoption of the resolution set out in Resolution No. 6 of the accompanying Notice as a Special Resolution.

Copies of the existing and amended Articles of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.



DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)

Name of the Director	Dr. Niddodi Subrao Rajan	Mr. Haigreve Khaitan
Director Identification Number	07339365	00005290
Date of Birth	November 11, 1961	July 13, 1970
Age	62 Years	53 Years
Date of Appointment	August 30, 2019	April 01, 2024
Qualification	Graduate in Economics, post-graduation in business management from XLRI, Jamshedpur, and PhD from IIT Delhi in leadership.	LL.B., South Kolkata Law College (1995)
Experience & Expertise in specific functional area	He has varied and rich experience of over three decades in the field of HR, Business Management and leadership.	He advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring, securities laws and other key matters.
Profile of the Director	<p>Dr. N.S. Rajan was the CEO of IDFC Foundation and the erstwhile Group CHRO & Chief Marketing Officer of IDFC Bank since May 2016. He serves as a Director on the Boards of DITMS (a joint venture of IDFC and the Government of Delhi) and IDEck (a joint venture of IDFC with the Government of Karnataka). Dr Rajan's three and half decades of work experience spans industry and consulting, in both line and staff functions. Prior to IDFC Bank, Dr Rajan was member of the Group Executive Council and the Group CHRO at Tata Sons, reporting to the Group Chairman. He also facilitated the areas of Board Effectiveness and Corporate Governance, for companies across the group. While at Tata Sons, Rajan served as Director on the boards of Indian Hotels (Taj group of hotels) and Tata Services. Dr. Rajan was the former partner and global leader, people and organisation at Ernst & Young. Rajan joined E&Y in 2001 as people and organisation (P&O) practice leader for India. He built the practice in India from scratch to a leading market position today. He was selected to become the leader of the global P&O practice with a mandate to develop and grow the footprint of its HR advisory services worldwide. His expertise spans the entire value chain of HR, and has rendered consulting services to diverse range of clients. Dr. Rajan is the former national president of the National HRD Network, the country's premier association of the HR fraternity and has also served as a member of 'Confederation of Indian Industry' national committees. Rajan has received accolades such "HR Professional of the Year" in 2008 by National HRD Network, "Outstanding HR Leadership by Hindustan Times HR Leadership Awards, 2012". XLRI, his alma mater, conferred on him the prestigious "Distinguished Alumni" recognition in 2015 and is now a member of the XLRI Board of Governors. He authored "Quote Me If You Can", a compilation of his reflections on corporate life and beyond. An avid writer, blogger, Rajan has been recognised by SHRM to be amongst the Top 10 HR social media influencers in India. He has been cited in many academic texts on HR and is a visiting faculty at premier business schools. Dr. Rajan has been researching 'Happiness at Work' for the past two decades and is currently penning a book on this subject.</p>	<p>He is the Managing Partner of Khaitan & Co and heads its Corporate/M&A practices. Apart from being responsible for the Firm's strategic growth and development, he advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring, securities laws and other key matters.</p> <p>He has led some of the most high-profile and complex M&A and private equity transactions in India and is sought after for his expertise by prominent Indian promoters, Indian and international companies, Indian regulatory agencies as well as some of the largest global funds investing in India. He advises several large Indian conglomerates and multinational clients across sectors, including financial services, manufacturing, retail, infrastructure, steel, software and technology.</p> <p>He has been consistently recommended by world's leading law chambers and accreditation bodies. He is regarded as an "outstanding lawyer" who is "extremely good and very sharp when it comes to large transactions." He is also a member of Competition Commission of India's (CCI) Committee for the Digital Competition Act, member of SEBI Committee on Fair Market Conduct, and member of Industry Standard Form (FICCI, CII, ASSOCHAM) under the leadership of Mr. K.V Kamath for setting implementation standard for LODR provisions.</p>
Terms & Conditions of appointment along with details of remuneration sought to be paid and last drawn by him	Dr. Niddodi Subrao Rajan is Non-Executive Non- Independent Director of the Company.	Appointment as Director in the category of Independent Director for a period of 5 years with effect from April 1, 2024
Shareholding in the Company as on date	18405	NIL
Relationship with other Directors and KMPs of the Company	NONE	NONE

Name of listed entities from which the person has resigned in the past three years	NIL	One (Torrent Pharmaceuticals Ltd)
No. of meetings of Board attended during the year	7	Not Applicable
List of Public Companies in which outside directorship held	NIL	8
Chairman/Member of the Committees of Board of Directors of Indian Companies	None	JSW Steel Ltd Member in Audit Committee Tech Mahindra Ltd Member in Audit Committee Chairman of Stakeholders Relationship Committee Mahindra & Mahindra Ltd Member in Audit Committee Chairman of Stakeholders Relationship Committee Borosil Renewable Ltd Member in Audit Committee Reliance Industries Ltd Member in Audit Committee Jio Platforms Ltd Member in Audit Committee

**By Order of the Board of Directors
For Dalmia Bharat Limited**

Rajeev Kumar
Company Secretary
Membership No.: F5297

Registered Office:
Dalmiapuram Lalgudi Dist. Tiruchirappalli,
Tamil Nadu 621651

Place: New Delhi
Date: May 28, 2024