

Quarterly Corporate Governance Report

1. Name of Listed Entity : Dalmia Bharat Limited

2. Quarter ending: June 30, 2021

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|---------------------------|----------|---|-----------------------------------|---------------------------|----------------------|-------------------------------|---------------|--|---|--|---|
| Title (Mr. / Ms) | Name of the Director | DIN | Category (Chairperson/ Executive/Non-Exe cutive/ 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 | - | - | 33 | 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 | - | 5 | - |
| 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 Director | 15-10-2018 | - | - | 33 | 24-07-1946 | 2 | 2 | 2 | 2 |
| Mrs. | Sudha Pillai | 02263950 | Independent - Non-Executive Director | 15-10-2018 | - | - | 33 | 01-05-1950 | 5 | 5 | 9 | 3 |
| 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 June 30, 2021.

** Mr. Jai Hari Dalmia passed away on 08-07-2021.

***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 | | | | | |
|--|--|---|--|--|--|
| <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) &</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> |
| February 04, 2021 March 23, 2021 | April 29, 2021 | Yes | 6 | 3 | 36 |
| 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 April 28, 2021 | Yes | 3 | 3 | February 04, 2021 March 23, 2021 | 35 |
| Stakeholders Relationship Committee April 28, 2021 | Yes | 3 | 1 | February 01, 2021 | 85 |
| Corporate Social Responsibility Committee April 28, 2021 | Yes | 4 | 2 | - | - |
| Risk Management Committee April 28, 2021 | Yes | 4 | 2 | - | - |
| 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 |

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
 Company Secretary
 Date: July 18, 2021

