

Quarterly Corporate Governance Report

1. Name of Listed Entity : Dalmia Bharat Limited

2. Quarter ending: December 31, 2023

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.	Yadu Hari Dalmia	00009800	Non-Executive – Non Independent Director	15-10-2018	-	-	-	02-06-1947	1	-	1	1
Mr.	Gautam Dalmia**	00009758	Executive- Managing Director	30-10-2018	30-10-2023	-	-	16-01-1968	3	-	3	-
Mr.	Puneet Yadu Dalmia***	00022633	Executive- Managing Director & CEO	30-10-2018	30-10-2023	-	-	15-10-1972	3	2	1	-
Dr.	Niddodi Subrao Rajan	07339365	Non-Executive – Non Independent Director	30-08-2019	-	-	-	11-11-1961	1	-	-	-
Mr.	Paul Heinz Hugentobler****	00452691	Independent- Non-Executive Director	01-07-2023	-	-	6	14-02-1949	2	1	3	1
Mrs.	Anuradha Mookerjee****	10174271	Independent- Non-Executive Director	01-07-2023	-	-	6	08-03-1961	1	1	1	0
Mr.	Anuj Gulati *****	00278955	Independent- Non-Executive Director	14-10-2023	-	-	2.17	27-06-1973	1	1	2	0
Mr.	Pradip Kumar		Independent-	15-10-2018	15-10-2018	14-10-2023	60	25-03-1941	-	-	-	-

	Khaitan*****	00004821	Non-Executive-									
Mr.	Virendra Singh Jain*****	00253196	Independent-Non-Executive Director	15-10-2018	15-10-2018	14-10-2023	60	24-07-1946	-	-	-	-
Mrs.	Sudha Pillai*****	02263950	Independent - Non-Executive Director	15-10-2018	15-10-2018	14-10-2023	60	01-05-1950	-	-	-	-

* Tenure of Independent Director has been counted from his/her initial date of appointment till December 31, 2023.

**Mr. Gautam Dalmia was re-appointed as a Managing Director of the Company w.e.f. 30-10-2023 in the Annual General Meeting of the Company, held on June 30, 2023.

***Mr. Puneet Yadu Dalmia was re-appointed as a Managing Director of the Company w.e.f. 30-10-2023 in the Annual General Meeting of the Company, held on June 30, 2023.

**** Mr. Paul Heinz Hugentobler & Mrs. Anuradha Mookerjee were appointed as Independent Director of the Company in the Annual General Meeting of the Company, held on June 30, 2023.

***** Mr. Anuj Gulati was appointed as Independent Director of the Company w.e.f 14-10-2023, subject to the approval of shareholders.

*****Retirement on completion of existing term

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

Whether Regular chairperson appointed – **No**

Note: **After the retirement of Mr. Pradip Kumar Khaitan, the board has not elected a regular Chairperson. The Board is electing one of the Independent Director's as Chairperson for the meeting at its meetings only.**

Whether Chairperson is related to Managing Director or CEO – **Not Applicable**

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Date of Appointment	Date of Cessation	Category(Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	Yes	Mr. Paul Heinz Hugentobler Mr. Anuradha Mookerjee Mr. Anuj Gulati	14-10-2023 14-10-2023 14-10-2023	- - -	Chairperson - Non-Executive-Independent Non-Executive- Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Yes	Mr. Paul Heinz Hugentobler Mr. Anuradha Mookerjee Dr. Niddodi Subrao Rajan	14-10-2023 14-10-2023 19-10-2019	- - -	Chairperson-Non-Executive-Independent Non-Executive- Independent Non-Executive
3. Stakeholders Relationship Committee	Yes	Mr. Yadu Hari Dalmia Mr. Gautam Dalmia Mr. Paul Heinz Hugentobler	15-10-2018 15-10-2018 14-10-2023	- - -	Chairperson-Non-Executive Executive Non-Executive-Independent
4. Corporate Social Responsibility Committee	Yes	Dr. Niddodi Subrao Rajan Mr. Yadu Hari Dalmia Mr. Gautam Dalmia Mr. Anuradha Mookerjee	19-10-2019 15-10-2018 15-10-2018 14-10-2023	- - - -	Chairperson- Non-Executive Non-Executive Executive Non-Executive- Independent
5. Risk Management Committee	Yes	Mr. Paul Heinz Hugentobler Dr. Niddodi Subrao Rajan Mr. Gautam Dalmia Mr. Anuj Gulati	14-10-2023 19-10-2019 15-10-2018 14-10-2023	- - - -	Chairperson - Non-Executive-Independent Non-Executive Executive Non-Executive- Independent

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>
<i>July 20, 2023</i>	-	-	-	-	-
<i>August 29, 2023</i>	<i>October 14, 2023</i>	Yes	9	4	45
-	<i>December 05, 2023</i>	Yes	5	3	51
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					
-	-	-	-	<i>July 20, 2023</i>	-
<i>October 14, 2023</i>	Yes	3	3	<i>August 29, 2023</i>	45
Stakeholders Relationship Committee					
-	-	-	-	-	-
Corporate Social Responsibility Committee					
<i>October 13, 2023</i>	Yes	4	2	-	-
Risk Management Committee					
<i>October 13, 2023</i>	Yes	4	2	<i>July 20, 2023</i>	84
Nomination & Remuneration Committee					
-	-	-	-	<i>August 11, 2023</i>	-
<i>October 14, 2023</i>	Yes	3	2	<i>August 29, 2023</i>	45
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.

Details of Cyber Security Incidence (During the quarter ended September 30, 2023)	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter ended September 30, 2023	No
Date of Event	Detail of the event
NA	NA

For **Dalmia Bharat Limited**

Sd/-

Rajeev Kumar
Company Secretary
Date: January 15, 2023