

Quarterly Corporate Governance Report

1. Name of Listed Entity : Dalmia Bharat Limited

2. Quarter ending: September 30, 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.	Pradip Kumar Khaitan	00004821	Independent-Non-Executive-Chairman	15-10-2018	15-10-2018	-	59.15	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	-	59.15	24-07-1946	2	2	2	2
Mrs.	Sudha Pillai	02263950	Independent - Non-Executive Director	15-10-2018	15-10-2018	-	59.15	01-05-1950	5	5	8	4
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	-	-	3	14-02-1949	2	1	1	-
Mrs.	Anuradha Mookerjee****	10174271	Independent-Non-Executive Director	01-07-2023	-	-	3	08-03-1961	1	1	-	-

* Tenure of Independent Director has been counted from his/her initial date of appointment till September 30, 2023.

**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.

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

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>
April 25, 2023	-	-	-	-	-
May 26, 2023	July 20, 2023	Yes	8	5	54
-	August 29, 2023	Yes	8	5	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					
-	-	-	-	April 25, 2023	-
July 20, 2023	Yes	3	3	May 26, 2023	85
August 29, 2023	Yes	3	3	-	39
Stakeholders Relationship Committee					
-	-	-	-	-	-
Corporate Social Responsibility Committee					
-	-	-	-	April 24, 2023	-
Risk Management Committee					
July 20, 2023	Yes	4	2	-	-
Nomination & Remuneration Committee					
-	-	-	-	April 25, 2023	-
August 11, 2023	Yes	2	1	May 26, 2023	76
August 29, 2023	Yes	3	2	-	17

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.

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: October 06, 2023

Annexure – III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3)read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>For Dalmia Bharat Limited</p> <p>Sd/-</p> <p>Rajeev Kumar Company Secretary Date: October 06, 2023</p>		

ANNEXURE - IV

Half year ending - September 30, 2023**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 : October 06, 2023



Note

- 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;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..