

## Quarterly Corporate Governance Report

1. Name of Listed Entity: Dalmia Bharat Limited

2. Quarter ending: September 30, 2024

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	Chairperson and 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 - Chairman	01-07-2023	01-07-2023	-	15	14-02-1949	2	1	2	1
Mrs.	Anuradha Mookerjee****	10174271	Independent- Non-Executive Director	01-07-2023	01-07-2023	-	15	08-03-1961	1	1	2	0
Mr.	Anuj Gulati *****	00278955	Independent- Non-Executive Director	14-10-2023	14-10-2023	-	11.16	27-06-1973	1	1	2	0
Mr.	Haigreve Khaitan*****	00005290	Independent- Non-Executive Director	01.04.2024	01.04.2024	-	6	13.07.1970	6	6	6	1
<p>*Tenure of Independent Director has been counted from his/her initial date of appointment till 30.09.2024</p> <p>**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.</p> <p>***Mr. Puneet Yadu Dalmia was re-appointed as a Managing Director &amp; CEO of the Company w.e.f. 30-10-2023 in the Annual General Meeting of the Company, held on June 30, 2023.</p> <p>**** Mr. Paul Heinz Hugentobler&amp; Mrs. Anuradha Mookerjee were appointed as Independent Directors of the Company in the Annual General Meeting of the Company, held on June 30, 2023.</p> <p>***** Mr. Anuj Gulati was appointed as Independent Director of the Company w.e.f 14-10-2023.</p>												

\*\*\*\*\*The Board of Directors of the Company appointed Mr. Hegriev Khaitan as Additional Director in the category of Independent Director w.e.f April 1, 2024. He was appointed as Independent Director of the Company in the Annual General Meeting of the Company held on June 28, 2024.

Whether Regular chairperson appointed – **Yes**

Whether Chairperson is related to Managing Director or CEO – **Yes**

**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. Anuradha Mookerjee Mr. Paul Heinz Hugentobler 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**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent Directors present	Maximum gap between any two consecutive (in number of days)
April 24, 2024	-	Yes	7	4	-
May 28, 2024	July 18, 2024	Yes	8	4	50

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>					
-	Yes	3	3	April 23, 2024*	-
-	Yes	3	3	April 24, 2024	0
-	Yes	2	2	May 28, 2024	33
July 17, 2024*	Yes	3	3	-	49
July 18, 2024	yes	3	3	-	0

\*Meeting adjourned for next day

**Stakeholders Relationship Committee**

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<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	April 23, 2024	-
<b>Risk Management Committee</b>					
July 17, 2024	Yes	4	2	-	-
<b>Nomination &amp; Remuneration Committee</b>					
-	Yes	2	2	April 23, 2024	-
-	Yes	3	2	May 28, 2024	34
July 17, 2024	Yes	3	2	-	49
<b>V. Related Party Transactions</b>					
<b>Subject</b>					<b>Compliance Status (Yes/No/NA)</b>
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
<b>VI. Affirmations</b>					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</p> <p>a. Audit Committee :</p> <p>b. Nomination &amp; remuneration committee :</p> <p>c. Stakeholders relationship committee :</p> <p>d. Risk management committee :</p> <p>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.</p> <p>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.</p> <p>5. the report submitted in the previous quarter have been placed before Board of Directors.</p>					
<b>Details of Cyber Security Incidence</b> (During the quarter ended June 30, 2024)					
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 June 30, 2024					No
Date of Event			Detail of the event		
NA			NA		

For Dalmia Bharat Limited

Sd/-

Rajeev Kumar

Company Secretary

Date: October 19, 2024

## Annexure – III

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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><b>Note</b></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><b>For Dalmia Bharat Limited</b></p> <p><b>Sd/-</b></p> <p><b>Rajeev Kumar</b> <b>Company Secretary</b> <b>Date: October 19, 2024</b></p>		

Half year ending - September 30, 2024

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	
Promoter Group or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	
Directors (including relatives) or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	
KMPs or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	
(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:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during sixmonths</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Promoter Group or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Directors (including relatives) or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

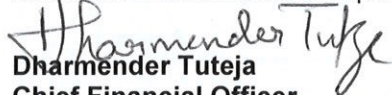
KMPs or any other entity controlled by them	NIL	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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 \_\_\_\_, 2024**

**Note**

1. 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;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..