

## DALMIA BHARAT LIMITED

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

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

CIN: L14200TN2013PLC112346 Website: [www.dalmiabharat.com](http://www.dalmiabharat.com); Email: [corp.sec@dalmiabharat.com](mailto:corp.sec@dalmiabharat.com)

# Notice of Annual General Meeting

NOTICE is hereby given that the Tenth (10th) Annual General Meeting of the Members of Dalmia Bharat Limited (“Company”) will be held on Friday, June 30, 2023 at 11:30 a.m. IST through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - Audited Standalone Financial Statements of the Company for the year ended March 31, 2023 together with the Reports of the Directors and Auditors thereon; and
  - Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 together with the Report of the Auditors thereon.
- To confirm the payment of interim dividend of ₹4.00 per equity share, already paid and declare final dividend of ₹5.00 (250%) per equity share for the financial year ended March 31, 2023.
- To consider and appoint a Director in place of Mr. Yadu Hari Dalmia (DIN: 00009800), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- To consider and, if though fit, to pass, with or without modification(s), the following resolution for re-appointment of Mr. Gautam Dalmia as Managing Director of the Company for a period of 5 years commencing from October 30, 2023, as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the relevant Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any and the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of shareholders be and is hereby accorded for re-appointment of Mr. Gautam Dalmia (DIN:00009758), as the Managing Director and Key Managerial Personnel of the Company for the period commencing from October 30, 2023 till October 29, 2028, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, not liable to retire by rotation, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event

of loss or inadequacy of profits in any financial year during the tenure of his re-appointment).

**RESOLVED FURTHER THAT** the payment of remuneration as given above shall be in force for a period of three years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, to Mr. Gautam Dalmia, Managing Director, notwithstanding that (i) the annual remuneration payable to him exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**RESOLVED FURTHER THAT** the payment of remuneration as given above shall be in force for a period of three years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

- To consider and, if though fit, to pass, with or without modification(s), the following resolution for re-appointment of Mr. Puneet Yadu Dalmia as Managing Director of the Company for a period of 5 years commencing from October 30, 2023, as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the relevant Rules made thereunder including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, if any and the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of shareholders be and is hereby accorded for re-appointment of Mr. Puneet Yadu Dalmia (DIN:00022633), as the Managing Director and Key Managerial Personnel of the Company for the period commencing from October 30, 2023 till October 29, 2028, in respect of whom the Company has received a



notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, liable to retire by rotation, upon the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment).

**RESOLVED FURTHER THAT** the payment of remuneration as given above shall be in force for a period of three years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded for the payment of remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, to Mr. Puneet Yadu Dalmia, Managing Director & CEO, notwithstanding that (i) the annual remuneration payable to him exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for the re-appointment of Mr. Yadu Hari Dalmia as Advisor in Dalmia Cement (Bharat) Limited, subsidiary of the Company, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Yadu Hari Dalmia as an Advisor, in Dalmia Cement (Bharat) Limited, a wholly owned subsidiary of the Company at a remuneration including terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and approved by the Board of Directors of Dalmia Cement (Bharat) Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for the appointment

of Mr. Paul Heinz Hugentobler as an Independent Director of the Company w.e.f July 1, 2023, 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 (SEBI Listing Regulations) and pursuant to the recommendation by Nomination and Remuneration Committee, and approval of Board of Directors of the Company, Mr. Paul Heinz Hugentobler (DIN 00452691), aged 74 years, 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 SEBI 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 July 1, 2023 upto June 30, 2028 and he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to issue the letter of appointment to the Independent Director containing such terms and conditions of appointment in accordance with Section 4 of Part IV of Schedule IV of the Companies Act, 2013 and do all such acts and things as may be required or considered necessary for the above appointments.”

8. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for the appointment of Mrs. Anuradha Mookerjee as an Independent Director of the Company w.e.f July 1, 2023, as an **Ordinary 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 (SEBI Listing Regulations) and pursuant to the recommendation by Nomination and Remuneration Committee, and approval of Board of Directors of the Company, Mrs. Anuradha Mookerjee (DIN 10174271), 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 SEBI 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 her 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 July 1, 2023 upto June 30, 2028 and he shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to issue the letter of appointment to the Independent Director containing such terms and conditions of appointment in accordance with Section 4 of Part IV of Schedule IV of the Companies Act, 2013 and do all such acts and things as may be required or considered necessary for the above appointments.”

9. To consider and, if though fit, to pass, with or without modification(s), the following resolution, for payment of remuneration/commission to the Non-executive Directors, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (‘the Act’), read with relevant rules and Regulation 17 (6) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e., Directors other than the Managing Director and/or the Whole- time Directors) be paid, remuneration by way of commission, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine not

exceeding such percentage of the Net Profits as prescribed under Section 197 of the Act and/or Listing Regulations and as computed in the manner laid down in Section 198 of the Act any statutory modification(s) or re-enactment thereof, keeping in view the profitability and performance as per the remuneration policy of the Company for each relevant financial year commencing from April 1, 2023.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

sd/-

**Rajeev Kumar**

Company Secretary

Membership No. FCS 5297

**Registered Office:**

Dalmiapuram Lalgudi Dist. Tiruchirappalli, Tamil Nadu 621651

Place: New Delhi

Date: May 26, 2023



## KEY INFORMATION

S. No.	Particulars	Details
1	Link for attending live webcast of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
2	Link for e-voting [remote/at the AGM]	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
3	Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
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/ <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
6	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Dalmia Bharat Limited Mr. Bhaskar Roy E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>  Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500032  WhatsApp Number: (91) 910 009 4099 KPRISM: <a href="https://kprism.kfintech.com">https://kprism.kfintech.com</a> Corporate Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> Corporate Registry (RIS) Website Link: <a href="https://ris.kfintech.com">https://ris.kfintech.com</a> Investor Support Centre Link: <a href="https://ris.kfintech.com/clientservices/isc">https://ris.kfintech.com/clientservices/isc</a>
7	Cut-off/record date for e-voting/payment of dividend	Friday, June 23, 2023
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)	<a href="mailto:rvs.pcs@gmail.com">rvs.pcs@gmail.com</a> and <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> on or before June 23, 2023.
9	Remote e-voting period	Commences at 9:00 AM on Monday, June 26, 2023 and ends at 5:00 PM on Thursday, June 29, 2023
10	Period for speaker registration and expressing views and sending queries, if any	Commences at 9:00 AM on Monday, June 26, 2023 and ends at 5:00 PM on Wednesday, June 28, 2023
11	Last date for publishing results of the e-voting and results availability	Sunday, July 02, 2023 and the result will be available at below website(s) besides at website(s) of Stock Exchanges <a href="http://www.kfintech.com">www.kfintech.com</a> <a href="http://www.dalmiabharat.com">www.dalmiabharat.com</a>

## NOTES:

- 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 and No. 10/2022 dated December 28, 2022, (‘MCA Circulars’) 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 respectively, (‘SEBI Circulars’), 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, 2023.
- In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘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 10th Annual General Meeting along with Annual Report 2022-23 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 2022-23 only to those Members who specifically request for the same at [corp.sec@dalmiabharat.com](mailto: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.
  - 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.
6. 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.
7. Up to 1000 Members will be able to join on a First In First Out (“FIFO”) basis the e-AGM of the Company.
8. 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.
9. 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 Companies Act, 2013.
10. **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 SEBI 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”.
11. **Voting at the e-AGM:** Members who could not vote through remote e-voting may do the e-voting at the e-AGM.
12. In line with the MCA Circulars, the notice calling the AGM has been uploaded on the website of the Company at [www.dalmiabharat.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of e-voting agency at <https://evoting.kfintech.com>
13. Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business, i.e. Item Nos. 4 to 9, to be transacted at the AGM is annexed hereto.
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 in which the Directors are interested, maintained under the Companies Act, 2013 shall be available for inspection electronically during the e-AGM. Members seeking to inspect such documents can send an email to the Company Secretary.
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 Friday, June 23, 2023. 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 Mr. R. Venkatasubramanian, 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 authorised by him in writing who shall countersign the same.
18. The results shall be declared forthwith by the Chairperson or a person authorised 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](http://www.dalmiabharat.com) and on the website of KFin Technologies Limited i.e., [www.kfintech.com](http://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.
20. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all the listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. **The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.**  
Securities in the frozen folios shall be eligible:
  - To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
  - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

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).





With effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issuance of duplicate share certificates, exchange/subdivision/split/consolidation of securities, transmission/transposition of securities and claim from Suspense Escrow Demat Account. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/ RTAs shall issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service requests. Members holding shares in physical form are requested to get their shares dematerialised.

21. 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.

22. 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](http://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.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. The Board of Directors of the Company had declared an interim dividend of ₹4/- each per equity share of ₹2/- each on November 2, 2022. The same was paid on November 21, 2022. The final dividend of ₹5/- each for the year ended March 31, 2023, 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 June 23, 2023. Dividend will be paid within 30 days from the date of AGM.
25. Pursuant to Finance Act 2020, dividend income is 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 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 during the financial year 2022-23 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](mailto: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](mailto:einward.ris@kfintech.com). The aforesaid declarations and documents need to be submitted by the shareholders by Friday, June 23, 2023.

26. **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 SEBI 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 herein 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 on 9:00 AM Monday, June 26, 2023 and ends at 5:00 PM on Thursday, June 29, 2023. During this period, Members holding shares either in physical form or in dematerialised form, as on Friday, June 23, 2023 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](mailto: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:**

**I) 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"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>



Type of shareholders	Login Method
	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

#### Details on Step 2 are mentioned below:

#### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) 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:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. 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.,).

- V. 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.
- VI. Login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Limited."
- VIII. 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.
- IX. Members holding multiple folios s may choose to vote differently for each folio / demat account.



- X. 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”.
- XI. 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’
- XII. 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 1-800-309-4001 (toll free).
- (B)** 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:
- I. 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:
- II. <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Select the company name i.e. Dalmia Bharat Limited
- III. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
- IV. 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.
- V. 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 [einward.ris@kfintech.com](mailto:einward.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 [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1-800- 309-4001.

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

**III) 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.**

- i. 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.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.



- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. 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.
  - v. 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.
  - vi. 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.
- 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  
  

1. Example for NSDL	:	
2. MYEPWD <SPACE>		IN12345612345678
3. Example for CDSL	:	
4. MYEPWD <SPACE>		1402345612345678
5. Example for Physical	:	
6. MYEPWD <SPACE>		XXXX1234567890
  - 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](mailto:evoting@kfintech.com).

## OTHER INSTRUCTIONS

- I. **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 26, 2023 and ends at 5:00 PM on Wednesday, June 28, 2023. 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.
- II. **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 26, 2023 and ends at 5:00 PM on Wednesday, June 28, 2023.
- III. 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](mailto:evoting@kfintech.com) or call Mr. N Shyam Kumar at Kfintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. 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:

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

### ITEM NO. 4:

Mr. Gautam Dalmia was appointed as the Managing Director of the Company for a term of five (5) years commencing from October 30, 2018 till October 29, 2023. Accordingly, his term as Managing Director of the Company is due for expiration in October 29, 2023.

Mr. Gautam Dalmia, is a Bachelor of Science and holds Master's Degree in Electrical & Electronics Engineering from Columbia University. He has around three decades of rich and varied experience in the cement and sugar industries and has been involved in the leadership role of the Company and has been instrumental in growth and development of the Company during his tenure in the Company. Under his leadership, the Company has achieved many notable milestones. Mr. Gautam Dalmia's continued association as Managing Director is highly desirable and will be in the interest of the Company.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 26, 2023, has recommended to the shareholders for the re-appointment of Mr. Gautam Dalmia as the Managing Director of the Company for a further period of five (5) years effective from October 30, 2023, by passing Special Resolution.

Mr. Gautam Dalmia also holds the position of Managing Director & CEO of Dalmia Bharat Sugar & Industries Limited and therefore the consent of all the Directors present at the meeting was accorded in terms of third proviso to Section 203(3) and specific notice of the same was given to all the Directors then in India

The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Mr. Gautam Dalmia as a Managing Director of the Company. Mr. Gautam Dalmia is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

#### Terms and Condition of appointment of Mr. Gautam Dalmia is as under:

##### I. Tenure:

The tenure of appointment shall be five (5) years commencing from October 30, 2023 till October 29, 2028, However, in terms of Schedule V of the Companies Act, 2013, payment of remuneration shall be subject to the approval of shareholders after three years (i.e. post October 30, 2026).

##### II. Remuneration:

###### Salary:

(a) Basic Pay	₹1,04,16,667 per month
(b) Special Pay	₹44,33,333 per month
<b>Salary (a+b)</b>	<b>₹1,48,50,000 per month</b>

**Allowances and Perquisites:** In addition to the Salary, the Managing Director shall be eligible for the following allowances and perquisites not exceeding 15% of Salary, as may be decided by the Board from time to time, and shall be valued as per Income Tax Act, including the following:

##### (i) Club Fees/Professional Body/Association Membership Fees:

Fees in respect of clubs/ Professional Bodies/Associations of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

##### (ii) Car:

The Company shall reimburse or pay directly for three cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of three drivers).

##### (iii) Leave/Encashment of Leave:

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

##### (iv) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of ₹1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with

the Rules of the Company. These being retiral benefits will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

##### Others:

##### (v) Communication facilities at residence:

Communication facilities (including telephone, mobile and Broadband etc) at residence for official purposes, which shall not be considered as perquisites.

##### (vi) Medical reimbursement:

Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

##### (vii) Any other perquisite as may be allowed as per Company Rules.

**Annual Increments:** The increments to the salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 15% of the Salary, on an annualised basis. In case increment is not given in any year, he shall be entitled for cumulative increment in subsequent year.

**Commission:** Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable together with the salary does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

**Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Gautam Dalmia, shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

##### Other Terms and Conditions:

- Mr. Gautam Dalmia, Managing Director shall be permitted to hold the position of Managing Director of Dalmia Bharat Sugar and Industries Limited besides holding the office as Managing Director of the Company.
- The remuneration to be drawn by the Managing Director from each of the companies shall be decided by the companies, inter se. However, in case of inadequate profit, the minimum remuneration payable to him may exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person as prescribed in Section V of Schedule V of the Companies Act, 2013.



- (c) The Managing Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of since the date of his appointment as Managing Director will be permitted to be encashed as per the Rules of the Company.
- (d) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.
- (e) The headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (f) The tenure may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three months' notice in writing.

Mr. Gautam Dalmia, holding one equity shares in the Company and his relatives may be deemed to be concerned or interested in the passing of the Special Resolution as the same relates to his re-appointment. Except Mr. Gautam Dalmia, none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise concerned or interested in the Resolution set out at item no 4 of the accompanying Notice.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has recommended the resolutions set out at item no. 4 for the approval of members by way of Special Resolution.

**The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:**

**I. General Information:**

- Nature of Industry:** The Company renders management services to various companies and derives management service fee from them. The Company's operating subsidiaries are engaged in manufacture and sale of cement.
- Date of commencement of commercial production:** The Company was incorporated on July 12, 2013 and pursuant to the Scheme(s) of Arrangement and Amalgamation OCL India Limited and certain other group companies and Dalmia Bharat Limited were amalgamated with the Company and all cement and other operating business were vested with Dalmia Cement (Bharat) Limited as per the Scheme(s) by way of slump exchange.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- Financial performance based on given indicators:**

Particulars	₹ In Crore					
	2020-21		2021-22		2022-23	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	148	10522	135	11286	132	13540
Profit/Loss before tax	34	1408	195	1152	205	1325
Profit/Loss after tax	25	1243	183	845	195	1079

- Foreign investments or collaborations, if any:**

Non-resident members including the Foreign Portfolio Investors presently hold 13.26% (approx.) stake in the Company. No foreign collaboration is involved.

**II. Information about the appointee (Mr. Gautam Dalmia):**

- Background details:**

Mr. Gautam Dalmia, holds Bachelor of Science and Masters in Electrical & Electronics Engineering from Columbia University. He has around three decades of experience in the cement and sugar industries.

- Past remuneration:**

Mr. Gautam Dalmia is a Managing Director of the Company and Dalmia Bharat Sugar and Industries Limited drew the following remuneration during the financial year 2022-23:

Sl No	Name of the Company	Position	Remuneration (including perquisites and retinals) (₹/crore)
1	Dalmia Bharat Limited	Managing Director	20.63
2	Dalmia Bharat Sugar and Industries Limited	Managing Director	13.65

3. **Recognition or award:** None4. **Job profile & suitability:**

Mr. Gautam Dalmia, Managing Director, holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He is responsible for managing the cement and sugar businesses and is leading all operations and execution of cement projects. He provides leadership to the commercial functions for the group.

5. **Remuneration proposed:**

The proposed remuneration has been detailed in the Resolution No. 4 for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

6. **Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:**

Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.

The appointee is a resident of India.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any:** Except drawing remuneration as Managing Director and shareholding in the Company, he does not have any pecuniary relationship whether directly or indirectly.

While the Company does not give guidance about future profitability, as mentioned in previous paras, the Company's consolidated profitability has grown in FY 22-23 and is expected to increase further in FY 23-24.

**ITEM NO- 5**

Mr. Puneet Yadu Dalmia was appointed as the Managing Director of the Company for a term of five (5) years commencing from October 30, 2018 till October 29, 2023. Accordingly, his term as Managing Director of the Company is expiring in October 29, 2023.

Mr. Puneet Yadu Dalmia, holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has around three decades of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational company. Mr. Puneet Yadu Dalmia conceptualised the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the group. Under his leadership, the Company has achieved many notable milestones. Mr. Puneet Yadu Dalmia's continued association as Managing Director is highly desirable and will be in the interest of the Company.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 26, 2023 have recommended to the shareholders for re-appointment of Mr. Puneet Yadu Dalmia as the Managing Director of the Company for a further period of five (5) years effective from October 30, 2023, by passing Special Resolution.

The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Mr. Puneet Yadu Dalmia, as a Managing Director of the Company. Mr. Puneet Yadu Dalmia is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

**Terms and Condition of appointment of Mr. Puneet Yadu Dalmia is as under:****I. Tenure:**

The tenure of appointment shall be five (5) years commencing from October 30, 2023 till October 29, 2028, However, in terms of Schedule V of the Companies Act, 2013, payment of remuneration shall be subject to the approval of shareholders after three years (i.e. post October 30, 2026).

**II. Remuneration:****Salary:**

(a) Basic Pay	₹1,17,91,667 per month
(b) Special Pay	₹44,66,667 per month
<b>Salary (a+b)</b>	<b>₹1,62,58,334 per month</b>

**III. Other information:**1. **Reasons of loss or inadequate profits.**

On standalone basis, the net profit after tax of the Company is marginally higher in FY 2022-23 (₹195 crore) compared to FY 2021-22 (₹183 crore). However, the same is not adequate for managerial remuneration. On consolidated basis, the Company's EBITDA decreased from ₹2,426 crore in FY 2021-22 to ₹2,316 crore in FY 2022-23 registering decline of 4.5%, Profit Before Tax increased from ₹1,162 crore to ₹1,321 crore in the same period registering growth of 14% and Profit After Tax increased from ₹845 crore to ₹1,079 crore in the same period registering increase of 28%, despite higher fuel prices adversely impacting the variable cost of production.

2. **Steps taken or proposed to be taken for improvement.**

At consolidated level, the Company's EBITDA is expected to increase due to enhanced capacity and higher volume of sales while undertaking initiatives for cost reduction and increase in market share.

3. **Expected increase in productivity and profits in measurable terms.**





Allowances and Perquisites: In addition to the Salary, the Managing Director shall be eligible for the following allowances and perquisites not exceeding 15% of Salary, as may be decided by the Board from time to time, and shall be valued as per Income Tax Act, including the following:

**(i) Club Fees/Professional Body/Association Membership Fees:**

Fees in respect of clubs/ Professional Bodies/Associations of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

**(ii) Car:**

The Company shall reimburse or pay directly for three cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of three drivers).

**(iii) Leave/Encashment of Leave:**

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

**(iv) Provident Fund, Superannuation Fund and Gratuity:**

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of ₹1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These being retiral benefits will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

**Others:**

**(v) Communication facilities at residence:**

Communication facilities (including telephone, mobile and Broadband etc) at residence for official purposes, which shall not be considered as perquisites.

**(vi) Medical reimbursement:**

Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

**(vii) Any other perquisite as may be allowed as per Company Rules.**

**Annual Increments:** The increments to the salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the

recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 15% of the Salary, on an annualised basis. In case increment is not given in any year, he shall be entitled for cumulative increment in subsequent year.

**Commission:** Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable together with the salary does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

**Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Puneet Yadu Dalmia, shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

**Other Terms and Conditions:**

- (a) The Managing Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of since the date of his appointment as Managing Director will be permitted to be encashed as per the Rules of the Company.
- (b) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.
- (c) The headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (d) The tenure may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three months' notice in writing.

Mr. Puneet Yadu Dalmia and his relatives may be deemed to be concerned or interested in the passing of the Special Resolution as the same relates to his re-appointment. Except Mr. Yadu Hari Dalmia (father of Mr. Puneet Yadu Dalmia), none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the Resolutions set out at item no 5.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has recommended the resolutions set out at item no. 5 for the approval of members by way of Special Resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

#### I. General Information:

Please refer the para on general information mentioned in explanatory statement Same as provided in litem no: 4- please refer.

#### II. Information about the appointee (Mr. Puneet Yadu Dalmia):

##### 1. Background details:

Mr. Puneet Yadu Dalmia, Managing Director holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. Mr. Puneet Yadu Dalmia conceptualised the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the Group.

##### 2. Past remuneration: Mr. Puneet Yadu Dalmia drew following remuneration during the financial year ended March 31, 2023:

Sl No	Name of the Company	Position	Remuneration (including perquisites and retirals) (₹/ Crore)
1.	Dalmia Bharat Limited	Managing Director	23.37

**Name of other Company in which the appointee is a Managerial person** – Except the position of Managing Director in the Company he does not hold managerial position in any other company.

##### 3. Recognition or award:

- the EY Entrepreneur of the Year 2017 in the Manufacturing Category; and
- the LakshmiPat Singhania - IIM, Lucknow, National Leadership Award in the Business Category from the President of India in 2019.
- Awarded the Business Today Best Cement CEO Award for 2023.

##### 4. Job profile & suitability:

Mr. Puneet Yadu Dalmia has rich experience in the Cement Industry and has been in the leadership role and spearheading the strategic growth of the Company.

##### 5. Remuneration proposed:

The proposed remuneration has been detailed in the Resolution for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

##### 6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person: Considering the position held and the

responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.

The appointee is a residents of India.

##### 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any: Mr. Puneet Yadu Dalmia is son of the promoter namely Mr. Yadu Hari Dalmia. Except drawing remuneration and shareholding in the Company, he does not have any pecuniary relationship directly or indirectly.

#### III. Other information:

Please refer the para on other information mentioned in explanatory statement for item no: 4.

#### ITEM NO. 6:

The Board of Directors of Dalmia Cement (Bharat) Limited ("DCBL"), a wholly owned subsidiary of the Company had on recommendation of their Nomination and Remuneration Committee re-appointed Mr. Yadu Hari Dalmia as advisor in DCBL and approved the remuneration payable to him. Keeping in view the wide experience and long standing association he has with DCBL, the Board of Directors considered that their continued association would continue to enhance value to DCBL.

Mr. Yadu Hari Dalmia holds B. Com (Hon.) Degree from Delhi University and is a Fellow Member of Institute of Chartered Accountants of India. He has more than 46 years of experience in the cement industry. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.

Mr. Yadu Hari Dalmia is a promoter of the Company and is a related party under section 2(76) of the Companies Act, 2013. As per section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of the Board and its Powers) Rules, 2014, appointment of a related party in its subsidiary requires approval of members, as the remuneration paid is in excess of the limits prescribed therein.

#### Terms and Condition of appointment of Mr. Yadu Hari Dalmia is as under:

##### I. Tenure:

The tenure of appointment shall be five (5) years commencing from October 31, 2023 till October 30, 2028.

##### II. Remuneration:

###### Salary:

(a) Basic Pay	₹70,91,667 per month
(b) Special Pay	₹19,50,000 per month
<b>Salary (a+b)</b>	<b>₹90,41,667 per month</b>

**Allowances and Perquisites:** In addition to the Salary, the Managing DirectorAppointee shall be eligible for the following



allowances and perquisites not exceeding 20% of Salary, as may be decided by the Board of DCBL from time to time, and shall be valued as per Income Tax Act, including the following:

**(i) Club Fees/Professional Body/Association Membership Fees:**

Fees in respect of clubs/ Professional Bodies/Associations of which the Director is a member shall be reimbursed at actuals or paid directly by the DCBL.

**(ii) Car:**

The Company shall reimburse or pay directly for three cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of three drivers).

**(iii) Provident Fund, Superannuation Fund and Gratuity:**

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of ₹1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the DCBL) in accordance with the Rules of the DCBL. These being retiral benefits will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

**Others:**

**(iv) Communication facilities at residence:**

Communication facilities (including telephone, mobile and Broadband etc) at residence for official purposes, which shall not be considered as perquisites.

**(v) Medical reimbursement:**

Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

**(vi) Any other perquisite as may be allowed as per Company DCBL Rules.**

**Annual Increments:** The increments to the salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board of DCBL on the recommendation of their Nomination and Remuneration Committee so however that such amount shall not exceed 15% of the Salary, on an annualised basis. In case increment is not given in any year, he shall be entitled for cumulative increment in subsequent year.

**Other Terms and Conditions:**

- (a) The Appointee shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the DCBL. Accumulated leave not availed of since the date of his appointment as advisor will as above be permitted to be encashed as per the Rules of the DCBL.

The Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

- (b) The headquarters of the Appointee Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director/Appointee shall be allowed reimbursement of travelling expenses on DCBL's business outside the headquarters as per the Rules of the Company DCBL.
- (c) The tenure may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three months' notice in writing.

Mr. Yadu Hari Dalmia and his relatives (including Mr. Puneet Yadu Dalmia, son of Mr. Yadu Hari Dalmia) may be deemed to be concerned or interested in the passing of the Ordinary Resolution as the same relates to his re-appointment.

Except Mr. Yadu Hari Dalmia (being appointee and holding NIL equity shares of the Company) and Mr. Puneet Yadu Dalmia (son of Mr. Yadu Hari Dalmia holding NIL shares of the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at item no 6 to this Notice of Annual General Meeting.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has recommended the resolutions set out at item no. 6 for the approval of members by way of Ordinary Resolution.

**ITEM NO. 7:**

In order to further strengthen the Composition of the Board, at the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on May 26, 2023, Mr. Paul Heinz Hugentobler (DIN: 00452691) has been appointed as an Independent Director on the Board of the Company to hold office for a term of 5 (Five) consecutive years commencing from July 1, 2023 upto June 30, 2028 and he shall not be liable to retire by rotation.

Mr. Paul Heinz Hugentobler has a degree in Civil Engineering from the ETH and a degree in economic science from the University of St. Gallen. He joined Holcim Group Support Limited in 1980 as Project Manager, and in 1994 he was appointed in Holcim Limited as Area Manager for the Asia Pacific Region. He has also served as CEO of Siam City Cement Public Company Limited, Headquartered in Bangkok, Thailand. From January 2002 till his retirement on February 28, 2014, he was appointed as a member of the Holcim Executive Committee responsible for South Asia and South East Asia.

In the opinion of the Board, Mr. Paul Heinz Hugentobler fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from him in form DIR-2, and confirmation that he does not suffer any disqualification under Section 164 and 165 of the Act in form DIR-8 and declaration of Independence under Section 149 (7) of the Act to the effect that he satisfies the condition laid down in Section 149(6) of the Act. These documents and a letter received from

a shareholder under Section 160 of the Companies Act, 2023, proposing him for directorship are available for inspection by the shareholders.

Further, the Nomination and Remuneration Committee and Board of Directors have also considered that Mr. Paul Heinz Hugentobler is of 74 years and would attain the age of seventy-five years during his tenure and recommended to the shareholders for passing Special Resolution pursuant to Regulation 17A of the SEBI Listing Regulations for his appointment as Independent Director.

Mr. Paul Heinz Hugentobler and his relatives may be deemed to be concerned or interested in the passing of the Special Resolution as the same relates to his re-appointment. Except Mr. Paul Heinz Hugentobler, 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. 7.

#### ITEM NO. 8:

In order to further strengthen the composition of the Board, at the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on May 26, 2023, Mrs. Anuradha Mookerjee (DIN: 10174271) has been appointed as an Independent Director on the Board of the Company for a term of 5 (Five) consecutive years commencing from July 1, 2023 upto June 30, 2028 and she shall not be liable to retire by rotation.

Mrs. Anuradha Mookerjee, B.Sc (Botany), M.Sc & M.Phil in Social Anthropology, was Topper of the 1986 batch of the Indian Revenue Service. She has been a bureaucrat for over three decades, equipped with deeper insights into the socio-economic fabric of our nation and the direction and path we need to tread on to better enrich the lives of its citizens. As a social anthropologist, the disconnect of urban India with her larger rural counterpart has always been something she has been eager to rectify. Her first endeavour in this direction was successfully improving the sustainable livelihood of thousands of folk artistes living below the poverty line by initiating a sustainability project during a deputation as Director of the Eastern Zonal Cultural Centre. The artisans were given skill upgradation, capacity building and marketing linkages were developed giving them sustainable livelihood and the folk traditions got revitalised. Now she intends to contribute to the development and character-building of our urban children- the future bureaucrats, professionals and politicians of our country- by fostering a connection between them and the world of rural India.

In the opinion of the Board, Mrs. Anuradha Mookerjee fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules

made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from her in form DIR-2, and confirmation that she does not suffer any disqualification under section 164 and 165 of the Act in form DIR-8 and declaration of Independence under section 149 (7) of the Act to the effect that she satisfies the condition laid down in section 149(6) of the Act. These documents and a letter received from a shareholder under section 160 of the Companies Act, 2023, proposing her for directorship are available for inspection by the shareholders.

Mrs. Anuradha Mookerjee and her relatives may be deemed to be concerned or interested in the passing of the Ordinary Resolution as the same relates to her re-appointment. Except Mrs. Anuradha Mookerjee, 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. 8.

#### ITEM NO. 9:

In terms of Regulation 17 (6) (a) of the SEBI (LODR) Regulations, 2015 approval of the shareholders in general meeting is required for payment of all compensation to the non-executive directors, including independent directors. Further, as per section 197(1) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed one percent of the net profits of the company, if there is a managing or whole-time director or manager, except with the approval of the company in general meeting, by a special resolution. Accordingly, approval of the Shareholders by ordinary resolution is required for payment of remuneration to the non-executive directors within the limit of 1% of net profit of the Company.

The shareholders at their Annual General meeting held on December 31, 2018 passed similar resolution for payment of Commission to the Non-Executive Directors (NEDs) for a period of five years w.e.f. FY 2018-19. Since the five-year term is expiring in FY 2022-23, the Board of Directors in terms of Regulation 17 (6) (a) of the Listing Regulations read with section 197 of the Act, recommended the resolution set out at item no 9 for the consent of the shareholders by ordinary resolution for payment of Commission upto 1% of profit to the NEDs.

NEDs and their relatives may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9.

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTCOMING ANNUAL GENERAL MEETING

### (In pursuance of Regulation 36 of The SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia
Director Identification Number	00009758	00022633
Date of Birth	16-01-1968	15-10-1972
Date of Appointment	15-10-2018 as a Non- Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018, proposed reappointment is from 30-10-2023.	15-10-2018 as a Non- Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018, proposed reappointment is from 30-10-2023.
Qualification	B.S. and M.S. degrees in Electrical Engineering	B Tech from IIT Delhi and PG DBA from IIM Bangalore
Experience & Expertise in specific functional area	He has around three decades of experience in the cement and sugar industries.	He has around two and a half decades of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational Company.
Profile of the Director	Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He is responsible for managing the cement and sugar businesses and is leading all operations and execution of cement projects. He provides leadership to the commercial functions for the group.	Mr. Puneet Yadu Dalmia holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. Mr. Puneet Yadu Dalmia conceptualised the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the Group.
Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him	Mr. Gautam Dalmia is a Managing Director of the Company. Please refer resolution at item No. - 4 and explanatory statement in respect of said Resolution.	Mr. Puneet Yadu Dalmia is a Managing Director of the Company. Please refer resolution at item No. - 5 and explanatory statement thereto for terms and conditions of his appointment.
Shareholding in the Company as on date	One equity share of ₹2/-	NIL
Relationship with other Directors and KMPs of the Company	None	Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia.
Name of listed entities from which the person has resigned in the past three years.	None	None
No. of meetings of Board attended during the year	5	5
List of Public Companies in which outside directorship held	5	5
Chairman/Member of the Committees of Board of Directors of Indian Companies	In Dalmia Bharat Limited: He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. In Dalmia Cement (Bharat) Limited: He is a member of Corporate Social Responsibility Committee & Finance Committee. In Dalmia Bharat Sugar and Industries Limited: He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee. In Indian Energy Exchange Limited: He is a member of Buyback Committee, Strategic Committee Technology Advisory Committee, Enterprise Risk Management Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee & Investment Committee. In Indian Gas Exchange Limited: He is a member of Nomination & Remuneration Committee.	In SRF Limited: He is a member of Nomination & Remuneration Committee. Piramal Enterprises Limited: He is a member of Audit Committee & Corporate Social Responsibility Committee. Piramal Capital & Housing Finance Limited: He is a member of Risk & Management Committee.



Name of the Director	Mr. Yadu Hari Dalmia	Mr. Paul Heinz Hugentobler
Director Identification Number	00009800	00452691
Date of Birth	02-06-1947	14-02-1949
Date of Appointment	15-10-2018 (Non-Executive Director)	01-07-2023 (Appointment for a period of five years)
Qualification	B.Com (Hon), CA	Degree in Civil Engineering from the ETH and a degree in economic science from the University of St. Gallen.
Experience & Expertise in specific functional area	He has around five decades of experience in the cement Industry.	He has around four decades of experience in cement industry
Profile of the Director	Mr. Yadu Hari Dalmia is a Fellow Member of the Institute of Chartered Accountants of India. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.	Mr. Paul Heinz Hugentobler has a degree in Civil Engineering from the ETH and a degree in economic science from the University of St. Gallen. He joined Holcim Group Support Limited in 1980 as Project Manager, and in 1994 he was appointed in Holcim Limited as Area Manager for the Asia Pacific Region. He has also served as CEO of Siam City Cement Public Company Limited, Headquartered in Bangkok, Thailand. From January 2002 till his retirement on February 28, 2014, he was appointed as a member of the Holcim Executive Committee responsible for South Asia and South East Asia.
Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him	Mr. Yadu Hari Dalmia is a Non-Executive Director of the Company liable to retire by rotation.	Mr. Paul Heinz Hugentobler proposed to be appointed as Non-Executive Independent Director of the Company. Please refer resolution at item No. 7 and explanatory statement in respect of Resolution at item No. 7 for terms and conditions of his appointment.
Shareholding in the Company as on date	NIL	NIL
Relationship with other Directors and KMPs of the Company	Mr. Yadu Hari Dalmia is the father of Mr. Puneet Yadu Dalmia	Neither related to any director on the Board of Directors of the Company nor with the promoter of the Company.
Name of listed entities from which the person has resigned in the past three years.	None	None
No. of meetings of Board attended during the year	5	Not Applicable
List of Public Companies in which outside directorship held	NIL	2
Chairman/Member of the Committees of Board of Directors of Indian Companies	In Dalmia Bharat Limited: He is a member of Stakeholders Relationship Committee, and Corporate Social Responsibility Committee.	Not Applicable

<b>Name of the Director</b>	<b>Mrs. Anuradha Mookerjee</b>
Director Identification Number	10174271
Date of Birth	08-03-1961
Date of Appointment	01-07-2023 (Appointment for a period of five years)
Qualification	B.Sc (Botany), M.Sc & M.Phil in Social Anthropology,
Experience & Expertise in specific functional area	She has around three decades of experience in Indian revenue services, equipping with deeper insights into the socioeconomic fabric of the country.
Profile of the Director	Mrs. Anuradha Mookerjee, B.Sc (Botany), M.Sc & M.Phil Social Anthropology, was Topper of the 1986 batch of the Indian Revenue Service. She is a bureaucrat for over three decades in revenue services, equipping with deeper insights into the socioeconomic fabric of our nation and the direction and path we need to tread on to better enrich the lives of its citizens. As a social anthropologist, the disconnect of urban India with her larger rural counterpart has always been something she has been eager to rectify. Her first endeavour in this direction was successfully improving the sustainable livelihood of thousands of folk artistes living below the poverty line by initiating a sustainability project during a deputation as Director of the Eastern Zonal Cultural Centre. She now intends to contribute to the development and character-building of our urban children- the future bureaucrats, professionals and politicians of our country- by fostering a connection between them and the world of rural India as well as the corporate culture.
Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him	Mrs. Anuradha Mookerjee is proposed to be appointed as a Non-Executive Independent Director of the Company. Please refer resolution at item No. 8 and explanatory statement in respect of Resolution at item No. 8 for terms and conditions of his appointment.
Shareholding in the Company as on date	NIL
Relationship with other Directors and KMPs of the Company	Neither related to any director on the Board of Directors of the Company nor with the promoter of the Company.
Name of listed entities from which the person has resigned in the past three years.	None
No. of meetings of Board attended during the year	Not Applicable
List of Public Companies in which outside directorship held	2
Chairman/Member of the Committees of Board of Directors of Indian Companies	Not Applicable