Dalmia
Bharat Limited

newthink! cement! sugar! refractories! power!

ND/SY/7505 **August 28, 2017**

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai-400001
Scrip Code: DALMIABHA

National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: 533309

Dear Sir,

Re: Intimation of date of Book Closure & Annual General Meeting

This is to inform you that the 12th Annual General Meeting of the Company will be held on September 20, 2017 at 10.00 a.m. at the Registered Office of the Company at Community Centre, Dalmiapuram, District Tiruchrapalli, Tamil Nadu- 621651. The book closure of the Company, for the purpose of Annual General Meeting and declaration of dividend for the financial year 2016-17, will be from Thursday, September 14, 2017 to Wednesday, September 20, 2017 (both days inclusive).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Notice of Annual General Meeting dated May 10, 2017, as dispatched to the shareholders on Saturday August 26, 2017 is attached.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Dalmia Bharat Limited**

Nidhi Bisaria

(Nidhi Bisaria)
Company Secretary

Encl: As stated above

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt.Tiruchirapalli, Tamil Nadu)
Phone No. 04329-235132 Fax No. 04329-235111
CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com; Email: invhelp1@dalmiabharat.com

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at the Community Centre Premises,Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Wednesday, the September 20, 2017 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Standalone Financial Statements for the year ended March 31, 2017, and the Reports of the Directors' and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2017 and the Report of the Auditors thereon.

2. To declare a dividend of ₹ 2.20 (110%) per equity share of ₹ 2/- each.

3. To appoint a Director in place of Mr. Jayesh Nagindas Doshi, who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

   " **RESOLVED THAT** pursuant to provisions of Sections 139 of Companies Act, 2013 read with the applicable Rules and the resolution passed by the members in the Annual General Meeting held on September 30, 2015 appointing M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as the Statutory Auditors of the Company for a term of five years, the Company hereby ratifies the said appointment from this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be determined by the Audit Committee, so that the total fee payable to them, for the purposes of audit, does not exceed the aggregate amount of ₹ 10 lakhs besides service tax and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of audit."

SPECIAL BUSINESS

5. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

   " **RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and subject to approval of Central Government, if required, Mr. Jayesh Nagindas Doshi (DIN 00017963) who was appointed as the Whole-time Director and Chief Financial Officer of the Company, for a period of three years with effect from March 30, 2015 till March 29, 2018, on the terms and conditions approved by the shareholders at the Annual General Meeting held on September 30, 2015, be and is hereby additionally entitled and eligible to variable pay /ex-gratia as may be approved by the Board of Directors and value of the perquisite arising on the exercise of the stock options granted to him as per the Employee Stock Option Scheme of the Company for the period ended March 31, 2017 and for the subsequent period of his appointment.

   RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year, during the tenure of his appointment, the Whole-time Director & CFO shall be paid the remuneration as has been approved by the shareholders together with the increments as may be approved by the Nomination and Remuneration Committee and the Board of Directors of the Company from time to time, as minimum remuneration subject to the necessary sanctions of the shareholders/Central Government, if required.

   RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorised to make necessary application with the Central Government for approval of remuneration and / or waiver of recovery of remuneration paid to Mr. Jayesh Nagindas Doshi, Whole Time Director & CFO for the financial year 2016-17 pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013."

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

   " **RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Central Government, if required, the Company hereby approves the revision in remuneration payable to Mr. Jai Hari Dalmia (DIN 00009717), the Managing Director of the Company, with effect from April 1, 2017, on the salary, perquisites, etc. as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016, entered into between the Company and Mr. Jai Hari Dalmia.

RESOLVED FURTHER THAT the aforesaid remuneration be considered as the minimum remuneration payable to him in the event of loss or inadequacy of profits in any financial year, provided however that the minimum remuneration for the financial year commencing on April 1, 2018 onwards be the aforesaid figures as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Mr. Jai Hari Dalmia."

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

" **RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Central Government, if required, the Company hereby approves the revision in remuneration payable to Mr. Yadu Hari Dalmia (DIN 00009800), the Managing Director of the Company, with effect from April 1, 2017, on the salary, perquisites, etc. as set out in the deed of variation dated June 15, 2017 to the agreement dated February 18, 2016, entered into between the Company and Mr. Yadu Hari Dalmia.

RESOLVED FURTHER THAT the aforesaid remuneration be considered as the minimum remuneration payable to him in the event of loss or inadequacy of profits in any financial year, provided however that the minimum remuneration for the financial year commencing on April 1, 2018 onwards be the aforesaid figures as increased by the annual increments granted to the Managing Director by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the agreement, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof or any further amendments/ substitution thereto and any guidelines or notifications on managerial remuneration which may be issued or any rules that may be prescribed by the Central Government from time to time, and acceptable to Mr. Yadu Hari Dalmia."

By Order of the Board

Nidhi Bisaria

Place: New Delhi.
Dated: May 10, 2017

(Nidhi Bisaria)
Company Secretary
Membership No. FCS 5634

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote, on a poll, in his/her stead. Proxy form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.

3. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.

4. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21.4.2011, *all members who are holding shares of the Company in physical mode*, are requested to register their e-mail IDs and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc. through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their e-mail IDs with their respective DPs.

5. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote e-votingfacility through electronic means the details of which are mentioned on the reverse of the covering letter.

6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Annual General Meeting of the Company.

7. Dalmiapuram can be reached by taking a Bus (Route No. 91) from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Chattram Bus Stand, Tiruchirapalli.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3:

Mr. Jayesh Nagindas Doshi was appointed as the Whole-time Director and CFO of the Company by the shareholders in the Annual General Meeting held on September 30, 2015.

Mr. Doshi is a Chartered Accountant & Law graduate from Bombay University having at total work experience of around 29 years, having started his career in 1986. He is a member of the Business Responsibility Committee and Finance Committee of the Board of Directors of the Company. The Board is of the opinion that the Company would grow further and achieve better results in the years to come with the leadership of Mr. Doshi in the area of Corporate Finance.

His other directorships and Committee Memberships in the Public Limited Companies are as under:

S. No.	Directorship	Membership in Committees
1	Ishita Properties Limited	-
2	OCL India Limited	Stakeholder's Relationship Committee
3	DCB Power Ventures Limited	-
4	Dalmia Power Limited	-
5	Adwetha Cement Holdings Limited	-

Pursuant to the provisions of section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Jayesh Nagindas Doshi being the Director longest in office, is liable to retire by rotation at the ensuing Annual General Meeting of the Company.

The Company has received requisite intimation from him in terms of section 164(2) of the Companies Act, 2013 to the effect that he is not disqualified from being re-appointed as a Director of the Company in Form DIR - 8. The aforesaid declaration is available for inspection of members.

This statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Jayesh Nagindas Doshi is concerned or interested, financially or otherwise, in the resolution set out at item No. 3. Mr. Jayesh Nagindas Doshi is holding 8075 equity shares (along with his relatives) and having entitlement of 69,000 stock options as per the Employee Stock Option Scheme.

Item No. 4:

In terms of the first proviso to Section 139(2) of the Companies Act, 2013 read with Rule 6 of the Companies (Audit & Auditors) Rules, 2014 M/s. S.S. Kothari Mehta & Co., Chartered Accountants had been appointed as Statutory Auditors of the Company at the Annual General Meeting held on September 30, 2015 for a period of five years. As per first proviso to section 139(1) of Companies Act, 2013 the said appointment requires to be ratified by the shareholders at every Annual General Meeting. The members are therefore requested to ratify the said appointment till the conclusion of the next Annual General Meeting and fix the remuneration as stated in terms of the resolution aforesaid.

The Directors recommend the resolution being passed.

None of the Directors or Key Managerial Personnel is interested or concerned in the resolution set out at item No. 4.

Item No. 5:

The Board of Directors of the Company appointed Mr. Jayesh Nagindas Doshi as the Chief Financial Officer of the Company in its meeting held on May 15, 2014. Subsequently, Mr. Doshi was appointed as the Whole-time Director and Group Chief Financial Officer of the Company effective March 30, 2015 for a period of three years on the terms and conditions as approved by the Board of Directors and shareholders in their meetings held on March 30, 2015 and September 30, 2015 respectively.

Mr. Jayesh Nagindas Doshi is entitled to stock options as per the Employee Stock Option Scheme of the Company and the perquisite value of stock options is to be included in remuneration in terms of the provisions of Companies Act, 2013 and

Income Tax Act. Further, the Nomination & Remuneration Committee in its meeting held on May 9, 2017 and the Board of Directors in their meeting held on May 10, 2017 approved the one time variable pay/ex-gratia of ₹ 2.30 crore for the period ended March 29, 2017. Therefore, specific approval of members is sought to include, the perquisite value of stock options, as exercised by him from time to time as per the vesting schedule, during his tenure of appointment and payment of one time variable pay/ex-gratia of ₹ 2.30 crore for the period ended March 29, 2017, in the terms of his remuneration. Accordingly, the Directors recommend the resolution being passed.

Mr. Jayesh Nagindas Doshi (holding 8075 equity shares (alongwith his relatives) and having entitlement of 69,000 stock options as per the Employee Stock Option Scheme) has interest in the Resolution as it relates to the remuneration payable to him. Apart from him none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolution.

Item No. 6& 7:

The shareholders of the Company in the Annual General Meeting held on September 27, 2016 approved the re-appointment of Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia as a Managing Directors of the Company with effect from 1-4-2016 and 11-2-2016, respectively, for a period of three years.The Managing Directors of the Company are eligible for salary including basic salary, special pay, allowances and perquisites as per his terms of appointment and remuneration approved by the shareholders at the said Annual General Meeting.

As per the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on May 10, 2017 approved the increase in remuneration of Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia with effect from April 1, 2017 till the period of their appointment. The Board is of the opinion that under their dynamic and continuous leadership, the Company would grow further and achieve better results in the years to come. Following are the revised terms and conditions for payment of remuneration to Mr. Jai Hari Dalmia and Mr Yadu Hari Dalmia, respectively:-

I. Mr. Jai Hari Dalmia:

A. Salary:

Basic: ₹ 30,00,000/- p.m.

Special Allowance: ₹ 10,00,000/- p.m.

B. Annual Increments:

The increments to the salary shall fall due on 1st of April of each year and shall be such amount as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee, so however that such amount shall not exceed 30% of the Salary.

C. Perquisites:

In addition to the salary, the Managing Director shall be eligible to the perquisites specified hereunder:

(i) Medical reimbursement:

Medical expenses for self and family at actuals as per the rules of the Company.

(ii) Water and Electricity:

Water and Electricity charges in respect of the residential premises occupied by the Managing Director shall be borne by the Company at actuals.

(iii) Personal Accident/ Hospitalisation Insurance:

Premium at actuals for self and family as per the rules of the Company.

(iv) Car and Telephone:

The Company shall reimburse or pay directly for two cars with drivers (expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.

(v) Encashment of Leave:

Leave accumulated shall be carried forward and be available for encashment as per the 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.

(vi) 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 ₹ 1.5 lakh 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 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.

D. 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.

E. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of tenure of the agreement, the Managing Director shall be paid salary and perquisites as specified above as enhanced by the increments, so however, that such salary and perquisites shall not exceed the limits set out in Part II of Schedule V of the Companies Act, 2013 or as may be approved by the Central Government, if required.

F. Other Terms and Conditions:

(a) The appointee shall be permitted to hold office as the Vice Chairman and Managing Director of Dalmia Bharat Sugar and Industries Limited in addition to the office in this Company and the aggregate remuneration of the appointee from both the companies shall not exceed the higher maximum limit of remuneration admissible from any one of the companies of which he is a Managerial person. The remuneration to be drawn by the appointee shall be decided by the Companies, inter se.

(b) The appointee shall be entitled to privilege and general leave on full pay and allowances as per the applicable rules of the Company. Accumulated leave not availed of since the date of his appointment as above will be permitted to be encashed as per the Rules of the Company.

(c) The appointee shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

(d) The headquarters of the appointee shall be at New Delhi or at such other place as may be required, from time to time, and the appointee shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.

(e) The appointee shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.

(f) The agreements may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three month's notice in writing.

(g) The payment of above remuneration as minimum remuneration, in the event of loss or inadequacy of profits in any financial year, shall be subject to the approval of Central Government.

II. Mr. Yadu Hari Dalmia

A. Salary:

Basic: ₹ 40,00,000/- p.m.

Special Allowance: ₹ 11,00,000/- p.m.

B. Annual Increments:

The increments to the salary shall fall due on 1st of April of each year and shall be such amount as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee, so however that such amount shall not exceed 30% of the Salary.

B. Perquisites:

In addition to the salary, the Managing Director shall be eligible to the perquisites specified hereunder:

(i) Medical reimbursement:

Medical expenses for self and family at actuals as per the rules of the Company.

(ii) Leave Travel Concession:

Leave travel expenses for self and family as per the rules of the Company.

(iii) Water and Electricity:

Water and Electricity charges in respect of the residential premises occupied by the Managing Director shall be borne by the Company at actuals.

(iv) Club Fees/ Professional Body/ Association Membership Fees:

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees.

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

(v) Personal Accident/ Hospitalisation Insurance:

Premium at actuals for self and family as per the rules of the Company.

(vi) Car and Telephone:

The Company shall reimburse or pay directly for two cars with drivers (expenditure on fuel, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.

(vii) Encashment of Leave:

Leave accumulated shall be carried forward and be available for encashment as per the 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.

(viii) 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 ₹ 1.5 lakh 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 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.

C. 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.

D. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of tenure of the agreement, the Managing Director shall be paid salary and perquisites as specified above as enhanced by the increments, so however, that such salary and perquisites shall not exceed the limits set out in Part II of Schedule V of the Companies Act, 2013 or as may be approved by the Central Government, if required.

E. Other Terms and Conditions:

(a) The appointee shall be entitled to privilege and 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 above will be permitted to be encashed as per the Rules of the Company.

(b) The appointee shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

(c) The headquarters of the appointee shall be at New Delhi or at such other place as may be required, from time to time, and the appointee shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.

(d) The appointee shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.

(e) The agreements may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three month's notice in writing.

(f) The payment of above remuneration as minimum remuneration, in the event of loss or inadequacy of profits in any financial year, shall be subject to the approval of Central Government.

Pursuant to Sections 196, section 197 read with Schedule V of the Companies Act, 2013, the approval of the Members by way of Special Resolution is required, accordingly the Board recommends the Special Resolutions at item Nos. 6 and 7 of the accompanying Notice, for the approval of the Members of the Company.

Copy of the deed of variation dated June 15, 2017 and agreement dated February 18, 2016 entered into between the Company and Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia, respectively, are available for inspection of members at the Registered Office of the Company, on all working days upto the date of the Meeting.

Mr. Jai Hari Dalmia (holding 16,35,010 Equity Shares), Mr. Yadu Hari Dalmia (holding NIL Equity Shares), being the Managing Directors have direct financial interest in the Resolution as it relates to the remuneration payable to them. Apart from Mr. Gautam Dalmia (holding 2,42,108 Equity Shares) (son of Mr. Jai Hari Dalmia) and Mr. Puneet Yadu Dalmia (holding NIL Equity Shares) (son of Mr. Yadu Hari Dalmia) none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolutions.

The undermentioned details are being given in compliance with the requirements of Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of Industry

   Service Provider

   The Company renders management services to various companies and derives management service fee from them.

2. Date of commencement of commercial production:

   The Company has started its business activities, effective 1-4-2010.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

   Not applicable.

4. Financial performance based on given indicators:

(₹ Crore)

	2013-14	2014-15	2015-16
Revenue from Operations	229.73	175.30	204.31
Profit/Loss before tax	63.34	36.81	86.20
Profit/Loss after tax	49.74	25.10	65.55

5. Foreign investments or collaborations, if any:

   Non resident shareholders including the Foreign Institutional Investors presently hold 9.56% stake in the Company. No foreign collaboration is involved.

II.Information about the appointees:

1. Background details:

   Mr. Jai Hari Dalmia holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He was co-opted as a Director of the Company on 11-2-2011 and was elevated as Managing Director of the Company w.e.f 1-4-2011. He has more than 42 years of experience cutting across various industries which includes wide knowledge and experience of refractory, sugar and cement businesses. Mr. Jai Hari Dalmia is deeply involved in research and development having personally received several patents.

   Mr. Yadu Hari Dalmia holds a B.Com (Hon.) degree from Delhi University and is a Fellow Member of the Institute of Chartered Accountants of India. He was co-opted as a Director and Managing Director of the Company on 11-2-2011. He

has more than 41 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.

2. Past remuneration:

Name of Company - Dalmia Bharat Limited for the period from 1-4-2016 to 31-3-2017:-

a) Mr. Jai Hari Dalmia- against his remuneration, the incumbent has made a drawal of ₹ 1.77 crore per annum.

b) Mr. Yadu Hari Dalmia - against his remuneration, the incumbent has made a drawal of ₹ 2.11 crore per annum.

Name of other Company in which the appointee is a Managerial person -

a) Mr. Jai Hari Dalmia- drew remuneration of ₹8.50 crore including commission of ₹8.00 crore from Dalmia Bharat Sugar and Industries Limited during the financial year 2016-17.

b) Mr. Yadu Hari Dalmia is not a Managerial person in any other Company.

3. Recognition or award:

None.

4. Job profile & suitability:

Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia, Managing Directors are entrusted with substantial powers of management of the Company and, in particular, shall be responsible for managing the entire area of operations of the business of the Company. They have several years of experience in various industries and have the expertise in accelerating growth and building organizational capability to ensure delivery of business goals. The Board of Directors of the Company are of view that they should be appointed in the Company to take the benefit of their experience and expertise in managing the day-to-day affairs of the cement, sugar and other industries.

5. Remuneration proposed:

The proposed remuneration has been detailed above 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.

Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2015-16 are given below:

Name of the Company	Turnover ₹ crores	Total remuneration including retirement benefits & Commission (₹ crores)
Rane Holdings Limited	75.85	3.38
Bajaj Holdings & Investment Limited	1401.28	10.26

The appointees are residents of India.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any.

None

III. Other information:

1. Reasons of loss or inadequate profits.

The sources of income comprise the fees from management service, which is dependent on client needs while the expenditure on retaining staff and infrastructure for providing such services continues to grow.

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

Avenues for increasing revenues by servicing other manufacturing sectors and cost cutting measures are proposed to be taken for improvement of prospects.

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

There is expected to be a 1-2% increase in profits with the measures proposed to be taken.

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt.Tiruchirapalli, Tamil Nadu)
Phone No. 04329-235132 Fax No. 04329-235111
CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com; Email: invhelp1@dalmiabharat.com

FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:
Registered Address:
E-Mail ID:
Folio No./Client ID:
DP ID:

I/We.....of..... being member(s) of Dalmia Bharat Limited, holding .....shares of the above mentioned Company, hereby appoint

1. Name:

   Address:
   E-Mail ID:
   Signature:

or failing him

2. Name:

   Address:
   E-Mail ID:
   Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 20, 2017 at 10.00 a.m. at Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 5	
No. 2		No. 6	
No. 3		No. 7	
No. 4			

Signed this..... day of ....., 2017

Affix One Rupee Revenue Stamp

Signature of Shareholder: .....

Signature of Proxy holder: .....

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* Please state in this column whether 'in favour' or 'against'.

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK POST

To,

Dalmia Bharat Limited
Dalmiapuram-621 651
Dist. Tiruchirapalli
Tamil Nadu

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram - 621 651, Distt. Tiruchirapalli, Tamil Nadu)

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

CIN L40109TN2006PLC058818 ; Website: www.dalmiabharat.com ; Email: invhelp1@dalmiabharat.com

1 Name and Registered Address of the sole/first named Shareholder :

2. Name(s) of the Joint Shareholder(s), if any :

3. Registered Folio No./ DP ID No./ Client ID No. :

4. Number of share(s) held :

Dear Shareholder(s),

Please find enclosed the Notice convening the Annual General Meeting of Dalmia Bharat Limited (the Company) to be held on Wednesday, September 20, 2017 at 10.00 a.m. at the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu.

The Company is offering remote e-voting facility to its Members so as to enable them to cast their votes electronically in respect of all items of business to be transacted as set out in the attached Notice convening the Annual General Meeting of the Company. The Company has appointed M/s Karvy Computershare Private Limited ('KCPL' 'Karvy' or ' Service Provider') for facilitating the e-voting process to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The remote e-voting particulars are as under:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting : Sunday , September 17, 2017 (9:30 am)

End of e-voting : Tuesday, September 19, 2017 (5:00 pm)

The cut off date for the purposes of remote e-voting and voting at the meeting is Wednesday, September 13, 2017.

In this regard, please turn over for detailed process and manner of e-voting.

For Dalmia Bharat Limited

Nidhi Bisaria

(Nidhi Bisaria)
Company Secretary
Membership No - F 5634

1. The instructions for remote e-voting are as under:

A In case a Member receives the notice convening the Annual General Meeting (AGM) through an email from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:

   i. Launch internet browser by typing the following URL: http://evoting.karvy.com.
   ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
   iii. After entering these details appropriately, click on “LOGIN”.
   iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
   v. You need to login again with the new credentials.
   vi. On successful login, the system will prompt you to select the “EVENT” i. e. “Dalmia Bharat Limited.”
   vii. 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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” then such electronic vote shall be treated as “ABSTAIN/INVALID” and the shares held will not be counted under either head.
   viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
   ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as “abstained”.
   x. Cast your vote by selecting an appropriate option and click on “Submit”.
   xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
   xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name and EVENT NO.”

B In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

   i. User ID and initial password as provided overleaf.
   ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii)as mentioned in (A) above, to cast your vote.

C. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut off date i.e. September 13, 2017, the member may write to the Karvy on the email Id sridhar.balamurli@karvy.com or to Mr. Sridhar Balamurli, Contact No. 040-67162222, at M/s Karvy Computershare Private Limited (Unit: Dalmia Bharat Limited), Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No.(i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.

2. The remote e-voting period commences on Sunday, September 17, 2017 (9:30 am) and ends on Tuesday, September 19, 2017(5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being September 13, 2017 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he / she shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the AGM but shall not be allowed to vote again.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of http://evoting.karvy.com or contact M/s Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 13, 2017.
6. 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.
7. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Physical Ballot for all businesses specified in the accompanying Notice.
8. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
9. The Results shall be declared forthwith by the Chairman or a person authorized by the Board and 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).
10. The Results declared alongwith the Scrutiniser’s Report shall be placed on the Company’s website www.dalmiabharat.com and on the website of Karvy, https://evoting.karvy.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.